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July 26, 1999

Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

Re: Corporate Benefits Group, Inc.

500002944205--5
-07/28/99--01065--009
*****78.75 *****78.75

Dear Sirs / Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$78.75, which represents payment of the following:

Filing Fee	\$ 35.00
Certified Copy Fee	\$ 8.75
Registered Agent Fee	\$ 35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned at the letterhead address.

Thank you for your courtesies and your prompt attention to this matter.

Sincerely,

GILLIGAN, KING & GOODING, P.A.

William Allan King

WAK/kas

Enclosure: Articles of Incorporation (original and copy)
Filing Fee

cc: Richard Spinale

FILED
99 JUL 28 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

R. Purinton AUG 3 1999

ARTICLES OF INCORPORATION
OF
CORPORATE BENEFITS GROUP, INC.

FILED
99 JUL 28 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Corporate Benefits Group, Inc.

ARTICLE II

The existence of the corporation shall begin on July 15, 1999, or on the date of filing of this Articles, whichever is later.

ARTICLE III

The street address of the principal office of the Corporation is 9421 SW 103 Street, Miami, FL 33176.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered agent is 7 E. Silver Springs Boulevard, Suite 500, Ocala, Florida 34470. The initial registered agent for the Corporation at that address is William Allan King, Esquire.

ARTICLE VI

The initial board of directors shall consist of 2 members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Richard Spinale	9421 SW 103 Street, Miami, FL 33176
Rafael Cabrera, Jr.	1410 Cantoria Avenue, Coral Gables, FL 33146

ARTICLE VII

The names and street addresses of the person signing these articles of incorporation are:

Name
Richard Spinale

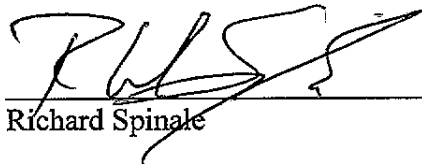
Address
9421 SW 103 Street, Miami, FL 33176

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 15th day of July, 1999.


Richard Spinale

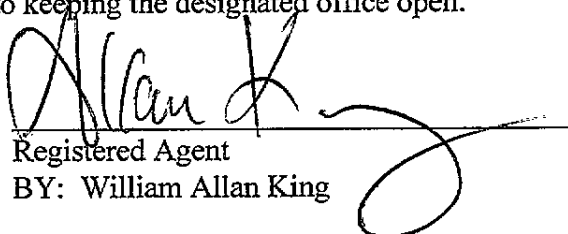
ACCEPTANCE OF REGISTERED AGENT

In Compliance with Section 48.091, Florida Statutes, the following is submitted:

That Corporate Benefits Group, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 9421 SW 103 Street, Miami, County of Dade, State of Florida, 33176, has named William Allan King, Esquire, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Registered Agent
BY: William Allan King