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**Florida Department of State
Division of Corporations
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STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BENEFITS RESOURCE GROUP, INC.

Certificate of Status	0
Certified Copy	1
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③

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

H99000027187

BENEFITS RESOURCE GROUP, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

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FIRST: The name of the Corporation is:

BENEFITS RESOURCE GROUP, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

One Thousand Shares (1,000) at \$1.00 par value.

FIFTH: The street address of the initial registered and principal office of the Corporation shall be:

604 ALLEN AVENUE, SUITE D
DELRAY BEACH, FL 33483

and the name of its initial Registered Agent at such address is:

KENNETH R. ORR

Prepared by: Christine Jacobsen
Southeast Accounting & Tax Services, Inc.
6418 N.W. 5 Way, Ft. Lauderdale, FL 33309
954-491-5727

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SIXTH: The number of Directors constituting the initial Board of Directors of the Corporation are 1, and the name and address of the person who are to serve as Director until the first annual meeting of Shareholders or until their successors are elected and shall qualify are:

KENNETH R. ORR
604 ALLEN AVENUE, SUITE D
DELRAY BEACH, FL 33483

The name and address of each incorporator is:

KENNETH R. ORR
604 ALLEN AVENUE, SUITE D
DELRAY BEACH, FL 33483

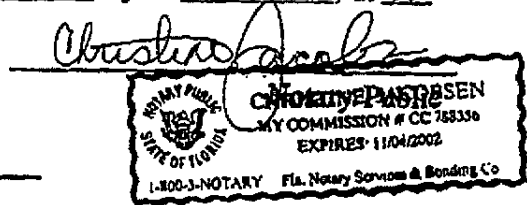
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 TALLAHASSEE, FLORIDA

Dated: OCTOBER 26, 1999

Kenneth R. Orr

State of Florida:
 County of Broward:

The foregoing instrument was acknowledged before me this 26ND day of OCTOBER, 19 99 by CHRISTINE JACOBSEN.



Personally Known X OR Produced Identification _____
 Type of Identification Produced _____

KENNETH R. ORR, having been designated to act as Registered Agent hereby agrees to act in this capacity.

Kenneth R. Orr

Prepared by: Christine Jacobsen
 Southeast Accounting & Tax Services, Inc.
 6418 N.W. 5 Way, Ft. Lauderdale, FL 33309
 954-491-5727

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