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Florida Department of State  
Division of Corporations  
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**MATRIX INSURANCE GROUP, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 21, 2000

EMPRIE

SUBJECT: MATRIX INSURANCE GROUP, INC.  
REF: W00000004654

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Becky McKnight  
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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §507.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

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To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 500 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

Carol Messinger, 2460 NE 202 Street,  
Aventura, FL 33180

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ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:


Carol Messinger  
2460 NE 202<sup>nd</sup> Street  
Aventura, FL 33180

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation shall be:

Carol Messinger  
2460 NE 202<sup>nd</sup> Street  
Aventura, FL 33180

The undersigned has executed these Articles of Incorporation this 17<sup>th</sup> day of February, 2000.

  
\_\_\_\_\_  
INCORPORATOR

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that Matrix Insurance Group, INC.  
(Name of Corporation)  
desiring to organize under the laws of the State of Florida  
(Florida)  
with its principal office, as indicated in the articles of  
incorporation has named Carol Messinger  
(Name of Registered Agent)  
located at 2460 NE 202 Street  
City of Aventura County of Dade  
(City) (County)

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Carol Messinger  
Registered Agent

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