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A. KENNETH LEVINE
THOMAS R. McSWAIN
TIMOTHY J. MEENAN
R. TERRY RIGSBY
TIMOTHY G. SCHOENWALDER
GEOFFREY D. SMITH
LEGAL ASSISTANT
JOHN A. DICKSON, D.D.

August 18
PA7000071536

By Hand Delivery

The Honorable Sandra Mortham
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399-0250

Attn. Division of Corporations

Re: American Strategic Insurance Corp.
Articles of Incorporation

100002270581--7
-08/19/97--01001--018
****122.50 ****122.50

Dear Secretary Mortham:

On behalf of American Strategic Insurance Corp. ("ASP"), I respectfully file the attached Articles of Incorporation and Designation of Registered Agent. Also, I would appreciate receiving a certified copy of this filing. Please have a member of your staff contact me at my office (681-6710) when the certified copy is ready and we will pick up the certified copy at the front desk.

Lastly, I enclose a check in the amount of \$122.50, to cover the filing fees (\$35+\$35), and certified copy (\$52.50). If I can provide you with any further information regarding this matter, please feel free to contact me.

Thanking you in advance, I remain

Sincerely,

A. Kenneth Levine
A. Kenneth Levine

Enclosures

cc: American Strategic Insurance Corp.

G:\USERS\KEDVA126\MORTHAM3.LTR

[Handwritten signature]

97 AUG 19 PM 4:39
97 AUG 18 PM 4:59
FILED

FILED

97 AUG 18 PM 4:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

MAR 27 1997

BY TMT
Legal Division

ARTICLES OF INCORPORATION

OF

AMERICAN STRATEGIC INSURANCE CORP.

The undersigned incorporators to these Articles of Incorporation, natural persons over the age of 18 years, competent to contract and the majority of whom are citizens of the United States of America, hereby form a stock insurer corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: AMERICAN STRATEGIC INSURANCE CORP.
The initial principal place of business shall be: 204 South Monroe Street, Tallahassee, Florida 32301.

ARTICLE II. NATURE OF BUSINESS

The purpose of the corporation is to engage in every aspect of property and casualty insurance and any lawful act or activity incidental thereto.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to issue is 1,000 shares of common stock having a par value of \$1 per share. The corporation shall not begin transacting business unless it achieves a capital surplus of \$5 million.

ARTICLE IV. TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 204 South Monroe Street, Tallahassee., Florida 32301, and the initial registered agent of this Corporation at such office shall be Timothy J. Meenan, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open to receive service of process from the Treasurer and Insurance Commissioner of the State of Florida.

ARTICLE VI. DIRECTORS

The corporation shall have five directors initially, all of whom are United States citizens and all of whom are over the age of 18. The names and residence street addresses of the directors whose initial terms of office shall be for one year are:

Marc Fasteau
151 West 86th Street
New York, NY 10024

Thomas John Jerger
10305 61st Court North
Pinellas Park, FL 34666

James V. Gorman
11 Greenwood Drive
Freehold, NJ 07728

John Franklin Auer
4801 Lansing Street, NE
St. Petersburg, Florida 33703

Jonathan Weiner
145 Hendrie Ave.
Riverside, CN 06878

ARTICLE VII. INCORPORATORS

The names and residence street addresses of the incorporators, all of whom are over the age of 18 and all of whom are United States citizens are:

Marc Fasteau
151 West 86th Street
New York, NY 10024

Thomas John Jerger
10305 61st Court North
Pinellas Park, FL 34666

James V. Gorman
11 Greenwood Drive
Freehold, NJ 07728

John Franklin Auer
4801 Lansing Street, NE
St. Petersburg, Florida 33703

Jonathan Weiner
145 Hendrie Ave.
Riverside, CN 06878

Any number of counterparts of these Articles of Incorporation may be executed, notarized, and delivered and each shall be considered an original and together they shall constitute one set of Articles of Incorporation. These Articles shall be considered fully executed upon the signature date of the last executing incorporator.

INCORPORATOR ACKNOWLEDGMENT

(Marc Fasteau)

The following INCORPORATOR hereby certifies that he is at least eighteen years of age and a citizen of the United States of America, and executes the foregoing Articles of Incorporation before an officer authorized to take acknowledgments as follows:

Marc Fasteau
Marc Fasteau

1/24/97
Date Signed

STATE OF N.Y.

COUNTY OF Rox

PERSONALLY APPEARED before me, Marc Fasteau, who acknowledged executing the above Articles of Incorporation.

Evelyn Blanco

Notary Public
State of N.Y.
At Large

Personally Known _____ OR Produced Identification ✓

Type of Identification Produced N.Y.S.D.C. 167 038 558

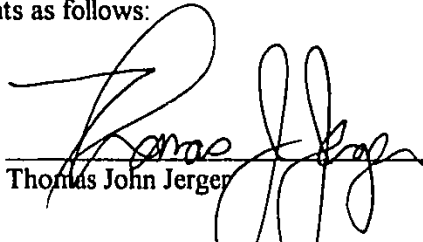
My commission expires:

Blanco, Evelyn
Notary Public, State of New York
No. 03-4966001
Qualified in Bronx County
Commission Expires April 30, 1998

INCORPORATOR ACKNOWLEDGMENT

(Thomas John Jerger)

The following INCORPORATOR hereby certifies that he is at least eighteen years of age and a citizen of the United States of America, and executes the foregoing Articles of Incorporation before an officer authorized to take acknowledgments as follows:



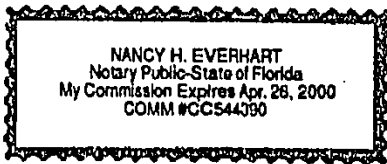
Thomas John Jerger

1-24-97

Date Signed

STATE OF Florida
COUNTY OF Pinellas

PERSONALLY APPEARED before me, Thomas J. Jerger, who acknowledged executing the above Articles of Incorporation.



Nancy H. Everhart
Notary Public
State of Florida
At Large

Personally Known OR Produced Identification _____

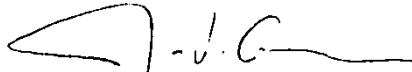
Type of Identification Produced _____

My commission expires: 4/26/2000

INCORPORATOR ACKNOWLEDGMENT

(James V. Gorman)

The following INCORPORATOR hereby certifies that he is at least eighteen years of age and a citizen of the United States of America, and executes the foregoing Articles of Incorporation before an officer authorized to take acknowledgments as follows:




James V. Gorman

1-29-97

Date Signed

STATE OF New Jersey
COUNTY OF Monmouth

PERSONALLY APPEARED before me, _____, who acknowledged executing the above Articles of Incorporation.



Notary Public
State of N.J.
At Large

Personally Known OR Produced Identification _____

Type of Identification Produced _____


My commission expires:

ELIZABETH O'HAGAN
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Sept. 8, 1999

INCORPORATOR ACKNOWLEDGMENT

(John Franklin Auer)

The following INCORPORATOR hereby certifies that he is at least eighteen years of age and a citizen of the United States of America, and executes the foregoing Articles of Incorporation before an officer authorized to take acknowledgments as follows:



John Franklin Auer

MARCH 12, 1997
Date Signed

STATE OF Florida

COUNTY OF Pinellas

PERSONALLY APPEARED before me, John Franklin Auer, who acknowledged executing the above Articles of Incorporation.


Notary Public
State of Florida
At Large

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

My commission expires:



INCORPORATOR ACKNOWLEDGMENT

(Jonathan Weiner)

The following INCORPORATOR hereby certifies that he is at least eighteen years of age and a citizen of the United States of America, and executes the foregoing Articles of Incorporation before an officer authorized to take acknowledgments as follows:

Jonathan Weiner
Jonathan Weiner

February 14, 1997
Date Signed

STATE OF New York

COUNTY OF New York

PERSONALLY APPEARED before me, Jonathan Weiner, who acknowledged executing the above Articles of Incorporation.

Jacqueline Suarez
Notary Public
State of New York.
At Large

Personally Known OR Produced Identification _____

Type of Identification Produced _____

My commission expires: July 12, 1997

JACQUELINE SUAREZ
Notary Public, State of New York
No. 01SU5015060
Qualified in Queens County
Commission Expires July 12, 1997 7

**CERTIFICATE OF DESIGNATION OF
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.

1. The name of the corporation is: American Strategic Insurance Corp.
2. The name and address of the registered agent and office is:

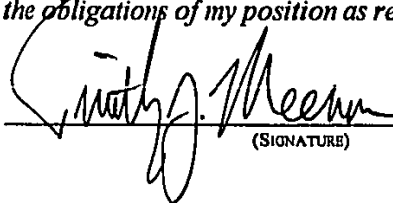
Timothy J. Meenan
(NAME)

204 South Monroe Street
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, Florida 32301
(CITY/STATE/ZIP)

FILED
97 AUG 18 PM 4: 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

8-18-97
(DATE)