

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON

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-04/01/98--01001--006
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GOVERNMENTAL CONSULTANTS:
LESLIE Y. DUGHY*
PAT GRIFFITH O'CONNELL*
E. CLINT SMAWLEY*
GERALD C. WESTER*
(*NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:
J. ANDREW KELLER, III, C.P.A.

March 31, 1998

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Via Hand Delivery

RE: Assured Premium Finance Corporation
Formation of Florida Corporation

200002474202-3
-04/01/98--01001--006
****122.50 ****122.50

Dear Division of Corporations:

I have enclosed for filing an original and a copy of the Articles of Incorporation for Assured Premium Finance Corporation. enclosed is a Certificate Designating Registered Agent and Registered Office.

Please file the Articles and Certificate and certify one copy. Our messenger will pick up the certified copy tomorrow afternoon.

I have enclosed a check in the amount of \$122.50 for the filing and certification fees.

Please call me if you have any questions. Thank you for your prompt assistance in this matter.

Very truly yours,

Jessica J. Ferreri

Jessica J. Ferreri
Assistant to Mark E. Kaplan

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 31 AM 4: 24

FILED

RECEIVED
98 MAR 31 PM 3: 30

Enclosures

**ARTICLES OF INCORPORATION
OF
ASSURED PREMIUM FINANCE CORPORATION**

FILED
98 MAR 31 AM 4: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I
Name and Address

The name of the Corporation shall be Assured Premium Finance Corporation. Its principal office shall be located at 3716 South Military Trail, Lake Worth, Florida 33461.

ARTICLE II
Nature of Business

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

ARTICLE III
Stock

The authorized capital stock of the Corporation shall consist of 1,000 shares of a single class of Common Stock with par value of one cent (\$0.01) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

ARTICLE IV
Incorporator

The name and street address of the Incorporator of this Corporation are as follows:

Mark E. Kaplan
106 East College Avenue, Suite 1200
Tallahassee, Florida 32301

ARTICLE V
Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The address of the initial registered office of the Corporation in the State of Florida shall be 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the above address is Mark E. Kaplan. The Board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

ARTICLE VII
Amendment

These Articles of Incorporation may be amended by an affirmative vote of a simple majority of all outstanding shares of voting stock of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his hand and seal this 31st day of March, 1998.

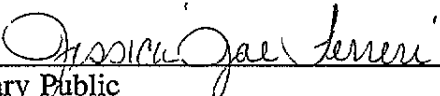


Mark E. Kaplan

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Mark E. Kaplan, for the purpose of lawfully executing these Articles of Incorporation, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 31st day of March, 1998.



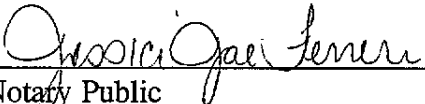
Notary Public
My commission expires:



Jessica Jae Ferreri
MY COMMISSION # CC670705 EXPIRES
August 31, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Acceptance of Registered Agent for Assured Premium Finance Corporation was acknowledged before me this 31st day of March, 1998, by Mark E. Kaplan, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.



Notary Public
My Commission Expires:

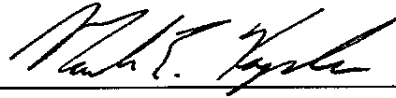


Jessica Jae Ferreri
MY COMMISSION # CC670705 EXPIRES
August 31, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

ASSURED PREMIUM FINANCE CORPORATION
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

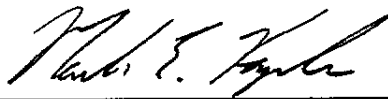
Assured Premium Finance Corporation, desiring to organize as a corporation under the laws of the State of Florida, has designated 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301 as its initial Registered Office and has named Mark E. Kaplan, located at that address as its initial Registered Agent.



Mark E. Kaplan
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Assured Premium Finance Corporation at the place designated in its Articles of Incorporation, the undersigned, Mark E. Kaplan, agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.



Mark E. Kaplan

FILED
98 MAR 31 AM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA