

P99000004313

Barney A. Richmond

Post Office Box 4346
West Palm Beach, FL 33402-4346
(561) 996-5463 Telephone
(561) 996-1116 Telephone
(561) 996-1119 Facsimile
(727) 510-6506 Mobile
(561) 758-5280 Mobile

January 9, 1999

100002739101--9
-01/13/99--01019--006
****367.50 *****78.75

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314-6327

Re: Berkshire Insurance Group, Inc.
Berkshire Security Corporation
Berkshire Financial Corporation

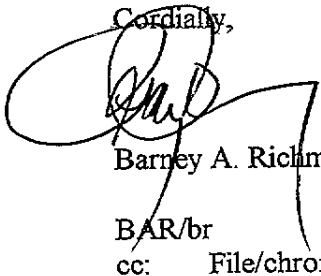
Gentlemen:

Enclosed herewith, please find the following:

1. Two (2) executed notarized originals of the above referenced Articles of Incorporation for Berkshire Insurance Group, Inc., Berkshire Security Corporation and Berkshire Financial Corporation.
2. Our check in the amount of \$367.50 representing the Florida Secretary of State filing fees.
3. A self addressed stamped envelope regarding the return of one (1) copy of each of the above referenced filed Articles of Incorporation.

In advance, our sincere appreciation regarding your processing the above.

Cordially,


Barney A. Richmond
BAR/br
cc: File/chrono

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 13 PM 3:19

R. Purinton JAN 14 1999

ARTICLES OF INCORPORATION

99 JAN 13 PM 3: 19

OF

BERKSHIRE SECURITY CORPORATION

ARTICLE I

Corporate Name

The name of this corporation is BERKSHIRE SECURITY CORPORATION.

ARTICLE II

Nature of Business and Powers

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of common stock that this Corporation is authorized to issue and have outstanding at any one time is 50,000,000 shares having a par value of .01 per share.

The maximum number of shares of preferred stock that this Corporation is authorized to issue and have outstanding at any one time is 25,000,000 shares having a par value of .01 per share.

ARTICLE IV

Preemptive Rights

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price and on the terms at which it is offered to others.

ARTICLE V

Terms of Existence

The corporation shall have perpetual existence.

ARTICLE VI

Registered Agent and Initial Registered Office

The Resident Agent and the street address of the initial Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Barney A. Richmond

505 North Flagler Drive - Suite 1600

West Palm Beach, FL 33401

The mailing address of the corporation is:

BERKSHIRE SECURITY CORPORATION

Post Office Box 4346

West Palm Beach, FL 33402-4346

ARTICLE VII

Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

Initial Directors

The name of the original director of this Corporation and their street addresses are:

Barney A. Richmond
Post Office Box 4346
West Palm Beach, FL 33402-4346

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever shall first occur.

ARTICLE IX

Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Barney A. Richmond
Post Office Box 4346
West Palm Beach, FL 33402-4346

ARTICLE X

Amendment

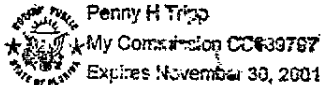
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 17th day of January, 1999


Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared Barney A. Richmond to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on January 11th, 1999.



Penny H. Trippe
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the appointment and designation as Registered Agent for BERKSHIRE SECURITY CORPORATION, this 11th day of January, 1999 and agrees to comply with all laws applicable to said capacity.

Having being named to accept service of process for the above named Corporation at the place designated in this certificate, hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the appointment in complete performance of my duty applicable to said capacity.

Dated: January 11th, 1999

Barney A. Richmond

Resident Agent

Address: 505 North Flagler Drive - Suite 1600
West Palm Beach, FL 33401

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 13 PM 3:20