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CORPORATION(S) NAME

Absolute Underwriting Managers, Inc.

FILED
96 JAN 23 PM 2:28
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

Empire Toll Free: 1-800-432-3028

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96 JAN 23 AM 10:41
DIVISION OF CORPORATION

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CR2E031 (R8-85)

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

Absolute Underwriting Managers, Inc.

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

FIRST: Corporate Name. The name of the corporation is Absolute Underwriting Managers, Inc.

SECOND: Term of Existence. This corporation shall have perpetual existence.

THIRD: Nature of Business. This corporation shall engage in any lawful activity permitted by the laws of the United States and the state of Florida.

FOURTH: Capital Stock. This corporation is authorized to issue 1000 shares of one dollar (\$.10) par value common stock.

FIFTH: Voting Rights. Except as otherwise provided by law the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

SIXTH: Pre-emptive Rights. Every shareholder upon the sale for cash 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 thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

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TALLAHASSEE, FLORIDA

SEVENTH: Initial Principal Office of Registered Agent: The street address of the initial registered agent and principal office of this corporation is:

4000 N State Road 7 Ste 210
Fort Lauderdale, Florida 33319

and the name of the initial registered agent of this corporation at that address is

Douglas Hassinger

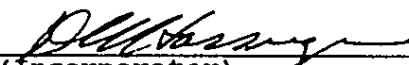
EIGHTH: Incorporator. The persons signing these Articles of Incorporation have the following names and addresses:

Douglas Hassinger
4000 N State Road 7 Ste 210
Fort Lauderdale, Florida 33319

NINTH: By-Laws. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

TENTH: Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of January, 1996.


(Incorporator)

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Absolute Underwriting Managers, Inc.

Purnuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 4000 N State Road 7 Ste 210, Fort Lauderdale, Florida has named Douglas Hassinger located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent)

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TALLAHASSEE, FLORIDA