

SMART

STRATEGIC METROPOLITAN ASSISTANCE & RECOVERY TEAMS

THE DAMAGE MITIGATION

PREFERRED
PROVIDER
NETWORK

N95000000287

January 12, 1995


Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the Damage Mitigation Research Institute, Inc., the registered agent form and a check for \$131.25 to cover the filing fee, the designation of the registered agent, a certified copy and a Certificate Under Seal.

Thank you for your assistance in this matter.

Sincerely,


Martin H. Rogol
Special Counsel

enc.

FILED
95 JAN 18 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FL

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W. P. P. P.
Q. REGISTER JAN 20 1995

SMART PPN, Inc.

9100 Coral Way, Suite 10 • Miami, FL 33165 • (305) 551-5060 / FAX 551-6114

**ARTICLES OF INCORPORATION
OF
DAMAGE MITIGATION RESEARCH INSTITUTE, INC.**

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be the Damage Mitigation Research Institute, Inc.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be:

Suite 10
9100 Coral Way
Miami, FL

ARTICLE III

The specific purposes for which the corporation is organized are:

- (a) To conduct research to minimize damages from hurricanes and windstorms.
- (b) To educate the public about various ways they can protect themselves from such damage.

ARTICLE IV

The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of the remaining property or its proceeds, and the balance of all money and property received by the corporation from any source after the payment of all debts and obligations of the corporation, shall be used or distributed subject to the Nonprofit Corporation Law of the State of Florida, exclusively for the purposes within those set forth in Article Three of these Articles and within the intentment of Section 501(c)(3) of the Internal Revenue Code as it presently exists and its Regulations as the same may now exist or as they may be hereafter amended from time to time.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V

The number of Directors shall not be less than three (3) persons. The number of Directors may be increased or decreased from time to time by the Bylaws.

The names and addresses of the persons who are to serve as Initial Board of Directors of the Corporation, and which shall serve as Directors until the first election or selection hereof, are as follows:

Martin Urra	13341 SW 60th Terrace Miami, FL
Frank Diaz-Pou	2257 SW 21st Street Miami, FL 33145
Karen Clarke	536 Captains Rd. N. Palm Beach, FL 33408
Martin Rogol	536 Captains Rd. N. Palm Beach, FL 33408
Scott Hawkins	5531 SW 196th Lane Ft. Lauderdale, FL 33332

All these Directors are persons competent to contract.

The term of office for each Director shall be two (2) years. Any vacancy in the Board of Directors, including vacancies created by any increase in the number of Directors, shall be filled by the rest of the Directors.

Any Director may be removed, with or without cause, by the vote of three-fourths (3/4) of the members of the Board of Directors at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled.

Meetings shall be held at such place or places as the Board of Directors, may, from time to time, by resolution, designate or, in the absence of such designation, at the principal office of the corporation. Meetings will be held at the date and time set forth in the Bylaws or as designated by the Board of Directors.

ARTICLE VI

The affairs of the corporation are to be managed by a Chairman, Treasurer and Secretary and such other officers as may be deemed necessary by the Board of Directors. Such officers shall be elected from the Board of Directors at the first meeting of the Board of Directors in the month of January each year, and will have the functions and duties set forth in the Bylaws. The officers who are to serve until the first election under these articles are to be elected by the Board of Directors at their first meeting.

ARTICLE VII

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes. The corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things, and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any and all of the purposes for which the corporation is organized including the power to contract, rent, buy and sell personal and real property. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code and its Regulations as the same now exist or as they may hereafter be amended from time to time.

ARTICLE VIII

The Board of Directors may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they deem necessary from time to time. The Bylaws may be amended, altered, or rescinded by two-thirds (2/3) vote of the members of the Board of Directors present and voting, provided a written notice of intent to change the Bylaws and a copy of the proposed changes has been mailed to all Board members, at least ten (10) days prior to such a meeting, and provided that a quorum is present.

ARTICLE IX

These Articles of Incorporation may be amended at a regular meeting of the Board of Directors by a two-thirds (2/3) vote of all Board members, provided written notice of intention to submit such amendments and a copy of the proposed amendments have been mailed to all members of the Board of Directors at least ten (10) days prior to such a meeting.

ARTICLE X

The name and the street address of the initial registered agent is:

Martin Urra
Suite 10
9100 Coral Way
Miami, FL 33165

ARTICLE VIII

The names and addresses of the incorporators for these articles of incorporation are:

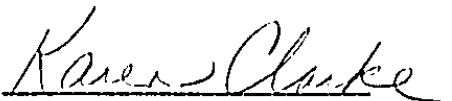
Karen Clarke

536 Captains Rd.
N. Palm Beach, FL 33408

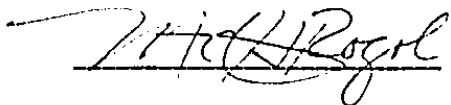
Martin Rogol

536 Captains Rd.
N. Palm Beach, FL 33408

The undersigned incorporators have executed these Articles of Incorporation this 12th day of January, 1995.



Karen Clarke



Martin Rogol

STATE OF FLORIDA)

SS:

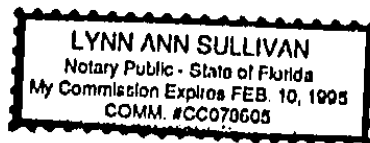
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a notary public, duly authorized to take oaths and acknowledgements in the State and County named above, personally appeared Karen Clarke and Martin Rogol, to me known to be the persons described as subscribers in and who executed this foregoing Articles of Incorporation and acknowledged before me that they subscribed the same.

WITNESS my hand and seal in the County and State last aforementioned, this 12th day of January, 1995.

Lynn Ann Sullivan

My Commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: The Damage Mitigation Research Institute, Inc.

2. The name and address of the registered agent and office is:

Martin E. Urrea

(NAME)

9100 Coral Way, Suite 10

(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33165

(CITY/STATE/ZIP)

FILED
JAN 18 PM 1:30
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

Marty Urrea

DATE January 11, 1995