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Florida Department of State

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FLORIDA PROFIT CORPORATION OR P.A.

REINSURANCE FINANCIAL SERVICES, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 25, 2000

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ARTICLES OF INCORPORATION
OF
REINSURANCE FINANCIAL SERVICES, INC.

EFFECTIVE DATE

01-24-00

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is REINSURANCE FINANCIAL SERVICES, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall be is January 24, 2000.

ARTICLE III

NATURE OF BUSINESS

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 10,000 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one (1) vote per share and there shall be no cumulative voting.

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Prepared by: John O. Sutton, P.A.
Fla. Bar No. 245380
2665 LeJeune Rd., PH-II
Coral Gables, Florida 33134
Phone: (305) 448-1295

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H00000003878**ARTICLE V****INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation in the State of Florida is c/o John O. Sutton, P.A., 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is John O. Sutton, P.A.

ARTICLE VI**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 224 S. Ocean Shores Drive, Key Largo, Florida 33037.

ARTICLE VII**INITIAL BOARD OF DIRECTORS**

The corporation shall have (4) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

The name and address of the initial directors are as follows:

GEORGE GULISANO
224 S. Ocean Shores Drive
Key Largo, Florida 33037

Mr. James Obregon
c/o Westport Reinsurance Management, LLC
Morris Corporate Center I
300 Interpace Parkway- Building B
Parsippany, New Jersey 07054

Mr. John Brophy
c/o Westport Reinsurance Management, LLC
Morris Corporate Center I
300 Interpace Parkway- Building B
Parsippany, New Jersey 07054

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Mr. David King
c/o Westport Reinsurance Management, LLC
Morris Corporate Center I
300 Interpace Parkway- Building B
Parsippany, New Jersey 07054

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator subscribing to these Articles of Incorporation is: John O. Sutton, P.A., 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

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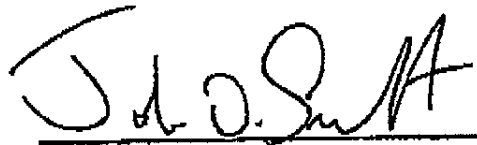
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ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

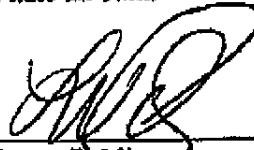
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of January, 2000.



John O. Sutton
Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 24 day of January 2000, by JOHN O. SUTTON, known to me and who did not take an oath.



Notary Public
State of Florida at Large

My commission expires:



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**CERTIFICATE OF REGISTERED AGENT
OF
REINSURANCE FINANCIAL SERVICES, INC.**

Pursuant to Sections 607.0501 and 607.0505 of the Florida Statutes, the following is submitted in compliance therewith:

That REINSURANCE FINANCIAL SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office in 224 S. Ocean Shores Drive, Key Largo, Florida 33037, has named John O. Sutton, P.A., 2655 LeJeune Road, Penthouse 11, Coral Gables, County of Dade, State of Florida, agent to accept service of process within the 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. 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, including the obligations provided in Florida Statutes Section 607.0505.

Dated this 24th day of January, 2000

JOHN O. SUTTON, P.A.

By: 

John O. Sutton

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