

OFFICE USE ONLY

LELARS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305) 552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. UNIVERSAL PROTECTION LIFE INSURANCE, CO.
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)



Walk in



Pick up time

2:00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

100003180041--9

03/22/00--01045--020

*****78.75 *****78.75

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 MAR 22 AM 11:14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
00 MAR 22 AM 10:44
FILED

Examiner's Initials

00 MAR 22 AM 10:44
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

FILED

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CERTIFICATE OF INCORPORATION

OF

UNIVERSAL PROTECTION LIFE INSURANCE, CO.

i (We) the undersigned. do to hereby associate ourselves
 together dand subscribethis Certificate of Incorporation+
 for the purpose of forming a corporation under the laws of the
 State
 of Florida, and subject to the following provisions:

*****ARTICLE ONE*****

THE NAME OF THE CORPORATION SHALL BE
 UNIVERSAL PROTECTION LIFE INSURANCE, CO.

*****ARTICLE TWO*****

.The corporation may engage in any activity or business permitted
 under the Laws of the United States of America and of the State
 of Florida.

*****ARTICLE THREE*****

The maximun number of shares of stock wich the corporation shall have outstanding at any time. Shall be Five Hundred (500) of stocks wich shall be common stock

All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true value thereof

*****ARTICLE FOUR*****

This corporation shall begin business with a minimum capital of the amount of Five Hundred (500) Dollars,

*****ARTICLE FIVE*****

This corporation shall have perpetual existence.

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*****ARTICLE SIX*****

. The principal office of the corporation shall be located
at:

. 4475 S.W. 8TH STREET, MIAMI, FLORIDA

. Other office for the transaction of business may be located
wherever the Directors may deem necessary or expedient.

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*****ARTICLE SEVEN*****

. The business of the corporation shall be managed by a Board
of Directors, who need not be stockholders of the corporation.
The number of Directors, not less than one, shall fixed by
resolution of the stockholders at any regular or special meeting,
subject to the manner of holding such meeting prescribed by the
by-laws.

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*****ARTICLE EIGHT*****

The names and post office addresses of the members of the Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have are as follows:

BOARD OF DIRECTORS	NAME	ADDRESS
PRESIDENT	JUAN L. RAMOS	3834 LA PLAYA BOULEVARD COCONUT GROVE FLA. 33133
SECRETARY	CONNIE C. BELL	2225 NW 62 ST MIAMI, FL 33147

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*****ARTICLE NINE*****

The name and post office addresses of each of the subscribers to this Certificate of Incorporation and the number of shares of stock which subscriber agree to take, are as follows:

SUBSCRIBER


Juan L. Ramos

500 Shares

*****ARTICLE TEN*****

THIS CORPORATION SHALL HAVE FULL POWER TO CARRY ON AND TRANSACT EACH OF ALL OF THE BUSINESSES ENUMERATED IN ARTICLE TWO OF THE CERTIFICATE, AND SHALL HAVE ALL THE GENERAL AND ADDITIONAL POWERS NOW AND HEREAFTER CONFERRED UPON BY LAW.

*****ARTICLE ELEVEN*****

THIS CORPORATION SHALL HAVE THE POWER TO ISSUED THE WHOLE OR ANY PART DETERMINED BY THE BOARD OF DIRECTORS. OF THE SHARES OF THE CAPITAL STOCKS AS PARTLY PAID, SUBJECT TO CALLS THEREON UNTIL THE WHOLE THEREOF SHALL BEEN PAID.

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*****ARTICLE TWELVE*****

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the neccessity of further authority from the stockholders, except as by law on this certificate otherwise any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors.

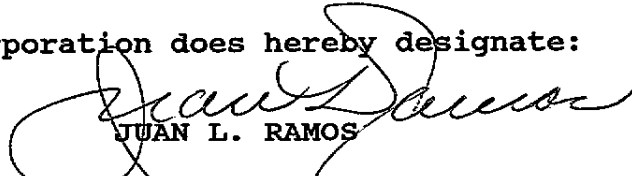
All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof

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*****ARTICLE THIRTEEN*****

The corporation does hereby designate to the following address
as its principal office:

The corporation does hereby designate:


JUAN L. RAMOS
At its registered agent

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CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

JUAN L. RAMOS

desiring to organize under the Laws of the State of Florida with its principal office , as indicated in the Articles of Incorporation at:

STATE OF FLORIDA AS NAME AS: UNIVERSAL PROTECTION LIFE INSURANCE CO. LOCATED AT:
4475 S.W. 8TH STREET, MIAMI, FLORIDA, OF DADE , AS ITS AGENT TO ACCEPT SERVICES TO THIS STATE.

ACKNOWLEDGMENT: (MUST SIGNED BY DESIGNATED AGENT)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE OF CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

FILED
00 MAR 22 AM 10:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA