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FILED
00 MAR 30 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 28, 2000

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

100003190151--4
-03/30/00--01076--015
*****71.00 *****71.00

RE: Incorporation of
Delta Insurance Group, Inc.

Dear Sirs:

Please find enclosed Certificate of Incorporation and Designation of Resident Agent and Acceptance as well as my trust account check in the amount of \$71.00, payable to the Secretary of State, being incorporation fee, filing fees, Registered Agent Designation, all in connection with the above referred corporation.

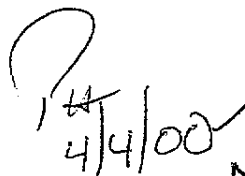
Kindly file the Certificate of Incorporation sending me the corporate charter on issuance.

Thanking you, I am,

Sincerely yours,


PHILIP MEDVIN

PM:id
Encl. (as indicated)


4/4/00
NO COPY

ARTICLES OF INCORPORATION
OF
DELTA INSURANCE GROUP, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED does hereby associate himself and successors and assigns together for the purpose of becoming incorporated under the laws of the State of Florida, and forming a corporation with the following proposed Charter.

ARTICLE ONE

The name of this Corporation shall be :

DELTA INSURANCE GROUP, INC.

having its principal place of business at: 10086 S.W. 142nd Place
Miami, Florida 33186.

ARTICLE TWO

The general nature of this corporation is such that it shall engage in activities of the following nature:

a.) To provide organizational, operational, and financial advice, assistance and management to Insurance Marketing Offices, Firms, Groups, Associations of Insurance Marketeers and organizational financing, marketing activities and sales of all manner of insurance contracts, including but not limited to, health insurance, group health insurance, to individuals, businesses, both corporate and proprietorships, and consortiums composed of all the mentioned entities.

b.) To do and pursue any and all other activities permitted to be done by a corporation organized for profit in the State of Florida.

ARTICLE THREE

The capital of this corporation shall consist of 100 shares of no par value common stock, which stock shall be non-assessable and the whole or any part of said capital stock may be paid for in cash or may be issued by the Board of Directors for property, labor or services at a valuation to be fixed by the Board of Directors at a meeting to be called for such purpose.

ARTICLE FOUR

The corporation will begin business with capital of not less than ONE THOUSAND (\$1,000.00) Dollars.

ARTICLE FIVE

This corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

ARTICLE SIX

The principal place for the transaction of the business shall be at: 10086 S.W. 142nd Place, Miami, FL 33186.

ARTICLE SEVEN

The corporation shall initially have a Board of Directors of one (1) director(s), which number can be increased to not more than eight (8) Directors. The number of Directors for each year may be determined by the stockholder(s) at their annual meeting, or may be fixed by the by-laws.

ARTICLE EIGHT

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, one or more Vice Presidents, a Secretary and Treasurer, and Assistant

Secretaries and Assistant Treasurers, all of whom may be occupied by one individual, and such other officers, agents, and factors as may be chosen in such manner, hold their offices for such terms and have powers and duties as may be prescribed by the by-laws or determined by the Board of Directors.

All such offices may be held by a single person, should the Board of Directors so direct at any meeting and election.

The names and post office addresses of the officers and first Board of Directors, who shall conduct the business of the corporation until their successors elected at the first meeting shall be qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Gary Bennett	10086 SW 142nd Place Miami, FL 33186	Director

ARTICLE NINE

The names and post office addresses of each subscriber to these Articles of Incorporation with the amount of stock agreed to be taken by each, are as follows:

<u>NAME</u>	<u>ADDRESSES</u>	<u>NO.OF SHARES</u>	<u>VALUE</u>
Gary Bennett	10086 SW 142nd Place	100	\$ 1,000.00
	Initial Capital and Total Value		\$ 1,000.00

ARTICLE TEN

The Directors and Officers shall be elected by the stockholders at their annual meeting, which will be held at the principal office of the corporation, or at such other place as may be provided by the by-laws or may otherwise be agreed upon; and the annual Directors' meeting shall be held immediately after the adjournment of the annual stockholders' meeting.

ARTICLE ELEVEN

There shall be no limitation of indebtedness or liability to which said corporation can at any time subject itself.

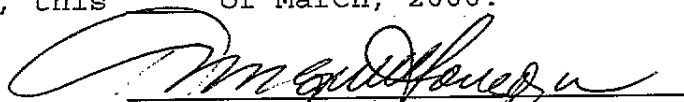
IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal at Coral Gables, Dade County, State of Florida, this 16th day of March, 2000.


GARY BENNETT

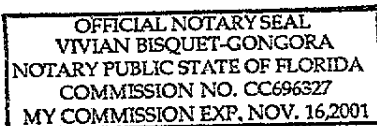
STATE OF FLORIDA)
MIAMI-DADE COUNTY)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, GARY BENNETT, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and he acknowledged before me, that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at Coral Gables, County of Miami-Dade, State of Florida, this _____ of March, 2000.


NOTARY PUBLIC,
State of Florida

My Commission Expires:



FILED
00 MAR 30 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT
OF
DELTA INSURANCE GROUP, INC.

FILED

00 MAR 30 AM 10:55

1. The main office and principal place of business of this corporation is: SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10086 S.W. 142nd Place
Miami, FL 33186

2. The registered office of this corporation is:

2801 Ponce de Leon Boulevard
Suite 370
Coral Gables, FL 33134

3. The Registered Agent of this corporation upon whom service of process may be had is:

PHILIP MEDVIN, ESQ.
2801 Ponce de Leon Boulevard
Suite 370
Coral Gables, FL 33134


DELTA INSURANCE GROUP, INC.



GARY BENNETT, President

ACCEPTANCE OF DESIGNATION
AS RESIDENT AGENT FOR SERVICE OF PROCESS

THE UNDERSIGNED AGENT designated by the DELTA INSURANCE GROUP, INC., to accept process of Service on its behalf does hereby accept such appointment as Registered Agent pursuant to F.S. 607.037 and states that he is familiar with, and accepts the obligations provided for in F.S. 607.325.



PHILIP MEDVIN, Registered Agent

STATE OF FLORIDA)
MIAMI DADE COUNTY) SS

BEFORE ME the undersigned authority this 16th day of March 2000, appeared GARY BENNETT, Director/President, Vice-President, and Secretary/Treasurer of DELTA INSURANCE GROUP, INC., and PHILIP MEDVIN, ESQ., Registered Agent, who being sworn stated that he executed the foregoing Designation of Resident Agent and Acceptance of Designation as Resident Agent of said corporation, for the purposes therein expressed.

My Commission Expires:

NOTARY PUBLIC, State of Florida

