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July 27, 2000

Florida Department Of State
Division Of Corporation
P.O. Box 6327
Tallahassee, FL 32314

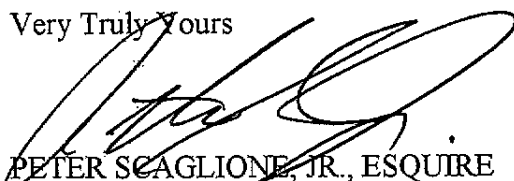
In Re: Articles of Incorporation of Insurance/Seguros of America Two, Inc.

To Whom It May Concern:

Enclosed herein please find our firms check in the amount of one hundred twenty two dollars and fifty cents (\$122.50) to cover the filing fee of the Articles of Incorporation of Insurance/Seguros of America Two, Inc..

Should you have any questions please contact this office at your very earliest convenience.

Very Truly Yours


PETER SCAGLIONE, JR., ESQUIRE

PS/jg

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 31 PM 12:29

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ARTICLES OF INCORPORATION

OF

INSURANCE/ SEGUROS OF AMERICA TWO, INC.

FILED
CLERK OF STATE
OFFICE OF CORPORATIONS

00 JUL 31 PM 12:29

The undersigned subscriber(s) to these Articles of Incorporation, a natural person(s) competent to contract, hereby form(s) a Corporation under the laws of the State of Florida.

ARTICLE I – NAME

The name of the Corporation shall be: Insurance/Seguros of America Two, Inc. The principal place of business of this Corporation shall be: 7248 North Dale Mabry Highway, Suite A, Tampa, Florida 33614.

ARTICLE II - NATURE OF BUSINESS

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the Laws of the United States, the State of Florida or any other State, Country, Territory or Nation. The specific purpose of this Corporation's business is to the selling of home, auto and health insurance.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - ADDRESS

The street address of initial registered office of the Corporation shall be: 7248 North Dale Mabry Highway, Suite A, Tampa, Florida 33614, and the name of the initial Registered Agent of the Corporation at that address is: Matilde Cabrera.

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI - PREEMPTIVE 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 at the price at which it is offered to others.

ARTICLE VII - STAT. 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Statute 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII - SUB-CHAPTER "S" PROVISION

It is the intent of the incorporators that the Corporation will file as a Sub-Chapter "S" corporation.

ARTICLE IX - DIRECTORS

This Corporation shall have two (2) directors initially. The names and street addresses of the initial members of the Board of Directors are:

DIRECTOR	ADDRESS
Matilde Cabrera	7248 N. Dale Mabry Hwy., Ste. A Tampa, FL 33614
Manuel R. Baez	7248 N. Dale Mabry Hwy., Ste. A Tampa, FL 33614

ARTICLE X - OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

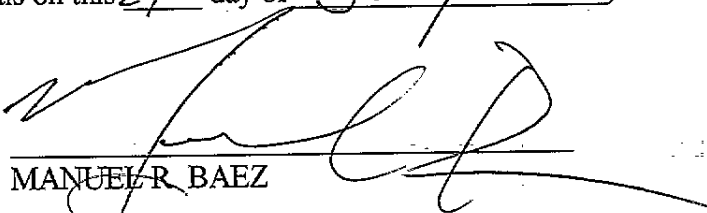
OFFICER	OFFICER	ADDRESS
President	Manuel R. Baez	7248 N. Dale Mabry Hwy., Ste. A Tampa, FL 33614
Vice-President	Matilde Cabrera	7248 N. Dale Mabry Hwy., Ste. A Tampa, FL 33614
Secretary/Treasurer	Matilde Cabrera	7248 N. Dale Mabry Hwy., Ste. A Tampa, FL 33614

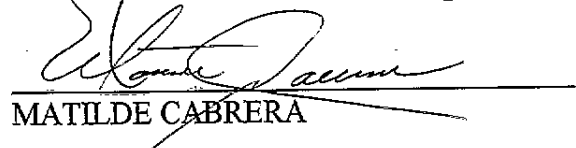
ARTICLE XI - SUBSCRIBER

The name and address of the subscribers to these Articles of Incorporation are:

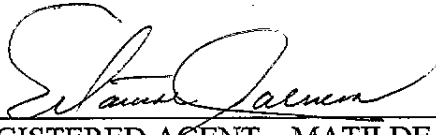
NAME	ADDRESS	SHARES OF COMMON STOCK ISSUED
Matilde Cabrera	7248 N. Dale Mabry Hwy., Ste. A Tampa, FL 33614	51
Manuel R. Baez	7248 N. Dale Mabry Hwy., Ste. A Tampa, FL 33614	49

IN WITNESS WHEREOF, the undersigned, MANUEL R. BAEZ and MATILDE CABRERA, hereunto set their hands and seals on this 29TH day of July, 2000.


MANUEL R. BAEZ


MATILDE CABRERA

I AM HEREBY familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


REGISTERED AGENT - MATILDE CABRERA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

SWORN TO AND SUBSCRIBED before me by MANUEL R. BAEZ as a subscriber to the Corporation's Articles of Incorporation who is personally known/produced identification on this 24th day of July, 2000.
Personally Known ✓ OR Produced Identification _____



Jose Rangel
MY COMMISSION # CC652801 EXPIRES
June 3, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC

My Commission Expires:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

SWORN TO AND SUBSCRIBED before me by MATILDE CABRERA as a subscriber to the Corporation's Articles of Incorporation and as Registered Agent of the Corporation who is personally known/produced identification on this 24th day of July, 2000.
Personally Known ✓ OR Produced Identification _____



Jose Rangel
MY COMMISSION # CC652801 EXPIRES
June 3, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC

My Commission Expires:

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