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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

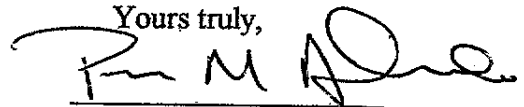
Re: Carino Management Corporation

Dear Corporate Records Bureau, Gentlemen/ Madam:

Enclosed for filing are the original Articles of Incorporation for the above referenced corporation. Also enclosed is my check in the sum of \$122.50 for payment of the filing fees.

Please furnish me with a certified copy of the Articles.
If you should require any additional fees, please feel free to contact me.
Thank you for your corporation in this matter.

Yours truly,



Pedro M. Alvarado

Enclosure(s)

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122.50 **78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CARINO MANAGEMENT CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **CARINO MANAGEMENT CORPORATION**

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

- (1) To engage in any lawful activity permitted by the State, including operation of a wholesale and retail insurance brokerage office and to perform any lawful purpose.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is one hundred (100) shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The street address of the initial registered office of the corporation is 3905 W. Kennedy Blvd., Tampa, Florida 33609.

ARTICLE VI

The initial board has three directors. The name and address of the Directors are:

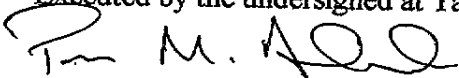
Pedro M. Alvarado 3905 W. Kennedy Blvd
Tampa Florida 33609

Jacqueline Vargas 3905 W. Kennedy Blvd
Tampa Florida 33609

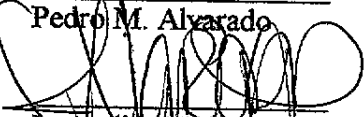
Carmen Emanuelli 3905 W. Kennedy Blvd
Tampa Florida 33609

ARTICLE VII

The name and address of each incorporator is listed above as an initial director.
Executed by the undersigned at Tampa Florida on the 31 day of August, 2000.



Pedro M. Alvarado



Jacqueline Vargas



Carmen Emanuelli

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

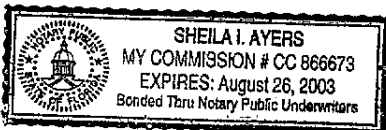
BEFORE ME, personally appeared, Jacqueline Vargas and Carmen Emanuelli, well known to me to be the person described in and who executed the foregoing Articles of Incorporation of **CARINO MANAGEMENT CORPORATION** and they acknowledged before me that they signed said Articles of Incorporation for the uses and purposes set fourth herein.

WITNESS my hand and official seal this 31st day of August, 2000



Notary Public

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


**CERTIFICATE OF DESIGNATION
REGISTERED AGENT
CERTIFICATE OF REGISTERED AGENT
CARINO MANAGEMENT CORPORATION**

Pursuant to the provision of sections 48.091 or 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 3905 W. Kennedy Blvd. Tampa, Florida 33609 has named Pedro M. Alvarado located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(Registered Agent)