

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : BERGER DAVIS & SINGERMAN
Account Number : I19990000048
Phone : (954) 525-9900
Fax Number : (954) 523-2872

FLORIDA PROFIT CORPORATION OR P.F.A.

Underwriters - Reinsurance Group, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
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FAX AUDIT NO. H01000007291 7

**ARTICLES OF INCORPORATION
OF
UNDERWRITERS - REINSURANCE GROUP, INC.
A FLORIDA CORPORATION**

F I L E
01 JAN 17 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Underwriters - Reinsurance Group, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

c/o Laz L. Schneider, Esq.
Berger Davis & Singerman
350 E. Las Olas Boulevard, Suite 1000
Fort Lauderdale, Florida 33301

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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ARTICLE V**CAPITAL STOCK**

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is Berger Davis & Singerman, 350 E. Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Laz L. Schneider.

ARTICLE VII**INCORPORATOR**

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
LAZ L. SCHNEIDER	Berger Davis & Singerman 350 E. Las Olas Boulevard, Suite 1000 Fort Lauderdale, Florida 33301

ARTICLE VIII**AMENDMENTS**

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

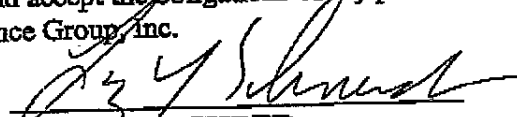
16th day of January, 2001.


LAZ L. SCHNEIDER
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Underwriters - Reinsurance Group, Inc., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of Underwriters - Reinsurance Group, Inc.

Date: January 16, 2001


LAZ L. SCHNEIDER
Initial Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA