

CONSOLIDATED  
INSURANCE  
GROUP, INC.

PO1000029976

March 13, 2001

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

FILED  
01 MAR 19 AM 11:10  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

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-03/19/01--01144--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**RE: FREIFELD ASSET MANAGEMENT CORP.**

To whom it may concern:

Enclosed please find one original and one copy of  
"Articles of Incorporation" for the above referenced  
company.

Also enclosed are the following fees payable to the  
Florida Department of State:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Fee for Certified Copy	<u>\$ 8.75</u>
	\$ 78.75

Thank you,

Mitchell S. Freifeld

10 Fairway Dr., Suite 303  
Deerfield Beach, FL 33441  
**954.596.5228**  
**954.596.5229 Fax**

J. BRYAN MAR 23 2001

**ARTICLES OF INCORPORATION  
OF  
FREIFELD ASSET MANAGEMENT CORP.**

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TALLAHASSEE, FLORIDA

**ARTICLE I: NAME**

The name of this corporation is **FREIFELD ASSET MANAGEMENT CORP.**

The mailing address of the corporation is 10 Fairway Drive, Suite 303, Deerfield Beach, Florida 33441.

**ARTICLE II: DURATION**

This corporation shall have perpetual existence.

**ARTICLE III: PURPOSE**

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

**ARTICLE IV: CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1000) shares of One Penny (\$.01) par value common stock which shall be designated "Common Shares."

**ARTICLE V: PRE-EMPTIVE RIGHTS**

Every share holder, 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 10 Fairway Drive, Suite 303, Deerfield Beach, Florida 33441, and the name of the initial registered agent of this corporation is Mitchell S. Freifeld.

#### **ARTICLE VII: INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial directors of this corporation are:

Mitchell S. Freifeld  
10 Fairway Drive, Suite 303  
Deerfield Beach, Florida 33441

#### **ARTICLE VIII: INCORPORATOR**

The name and address of the person signing these Articles is:

Mitchell S. Freifeld  
10 Fairway Drive, Suite 303  
Deerfield Beach, Florida 33441


#### **ARTICLE IX: INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE X: AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.


The undersigned subscriber has executed these Articles of Incorporation on March 8, 2001.

  
\_\_\_\_\_  
Mitchell S. Freifeld

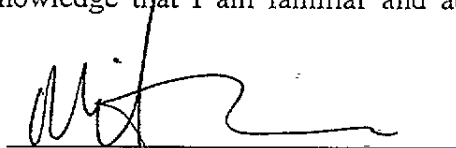
**REGISTERED AGENT CERTIFICATE**

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

That **FREIFELD ASSET MANAGEMENT CORP.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Deerfield Beach, State of Florida, has named Mitchell S. Freifeld, 10 Fairway Drive, Suite 303, Deerfield Beach, Florida 33441 as its agent to accept service of process within the State of Florida.

  
\_\_\_\_\_  
Mitchell S. Freifeld, Incorporator  
Dated: March 8, 2001

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar and accept the obligations of registered agent.

  
\_\_\_\_\_  
Mitchell S. Freifeld, Registered Agent  
Dated: March 8, 2001

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