

March 21, 2001

Deborah A. Wolford
Attorney at Law

State of Florida
Division of Corporations International Place Suite 130
P.O. BOX 6327 1580 Sawgrass Corporate Parkway
Tallahassee, FL 32314 Sunrise, Florida 33323-2860
Phone: (954) 343-7067
Fax: (954) 343-7068

RE: NSI Insurance Group, Inc.

Dear Customer Service Representative:

Enclosed please find the following:

1. Original and one copy of proposed Articles of Incorporation for NSI Insurance Group, Inc.
2. My check, in the amount of \$78.75, to cover the cost of the filing and the certified copy of the Articles.

Would you please return one (1) certified copy of the Articles of Incorporation to me at your earliest convenience.

Thank you for your assistance in this matter.

Sincerely,

Deborah A. Wolford
Deborah A. Wolford
DAW/ns
Enclosures

FILED
01 MAR 26 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Deborah A. Wolford
GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article V
CHG TO PRINCIPAL ADDRESS
DATE 04/3/01
DOC. EXAM. 04/3/01

FILED

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NSI INSURANCE GROUP, INC.

The undersigned Incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

NSI INSURANCE GROUP, INC.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be 8181 NW 154th Street, Suite 120, Miami Lakes, FL 33016, and the mailing address shall be the same.

ARTICLE III. NATURE OF BUSINESS

The corporation may engage or transact in 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.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock.

ARTICLE V. ADDRESS

The street address of the initial principal office of

the corporation shall be 8181 NW 154th Street, Suite 120, Miami Lakes, FL 33016, and the name and address of the initial registered agent of the corporation is DEBORAH A. WOLFORD, whose address is 1580 Sawgrass Corporate Parkway, Suite 130, Sunrise, FL 33323-2860.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

GEORGE JOHN NENEZIAN	8181 NW 154 th Street, Suite 120
President/Director	Miami Lakes, FL 33016
OSCAR FRED SEIKALY	8181 NW 154 th Street, Suite 120
Vice-President/ Director	Miami Lakes, FL 33016

ARTICLE VIII. INCORPORATOR

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

GEORGE JOHN NENEZIAN	8181 NW 154 th Street, Suite 120
	Miami Lakes, FL 33016
OSCAR FRED SEIKALY	8181 NW 154 th Street, Suite 120
	Miami Lakes, FL 33016

IN WITNESS WHEREOF, the undersigned have hereunto set
their hands and seals on this 31 day of January, 2001.



GEORGE JOHN NENEZIAN




OSCAR FRED SEIKALY

STATE OF FLORIDA)
 SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged on this 31st
_day of January, 2001, before me by GEORGE JOHN NENEZIAN and OSCAR
FRED SEIKALY, who are personally known to me.

SWORN TO AND SUBSCRIBED before me on January 31, 2001.



Notary Public, State of Florida
At Large

My Commission Expires:

(SEAL)

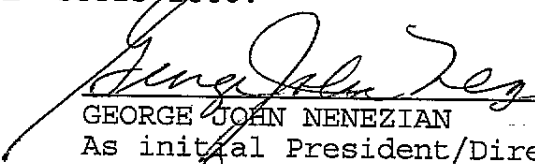
OFFICIAL NOTARY SEAL BARBARA K. HARLAN NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC681793 MY COMMISSION EXP. SEPT 18, 2001
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

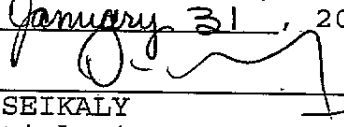
Pursuant to the provisions of Section 607.0501, Florida Statutes, the Undersigned Corporation, organized under the law of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: NSI INSURANCE GROUP, INC.

2. The name and address of the registered agent and office is: DEBORAH A. WOLFORD, 1580 Sawgrass Corporate Parkway, Suite 130, Sunrise, FL 33323-2860.

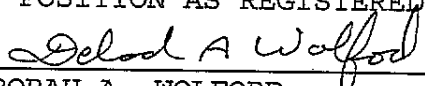


GEORGE JOHN NENEZIAN
As initial President/Director
DATE: January 31, 2001



OSCAR SEIKALY
As Initial Vice-President/Director
DATE: January 31, 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



DEBORAH A. WOLFORD

DATE: 03/12, 2001

FILED
01 MAR 26 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA