

FROM

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

MENA INSURANCE, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04 (5)
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S. McKnight JUL 17 2001

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**ARTICLES OF INCORPORATION
OF
MENA INSURANCE, INC.**

The undersigned, acting in his capacity as the Incorporator of MENA INSURANCE, INC. (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation on behalf of the Corporation:

ARTICLE I -- NAME

The name of the Corporation is MENA INSURANCE, INC.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is 6262 Bird Road, Suite 3-I, Miami, Florida 33155.

ARTICLE III -- PURPOSE

The Corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV -- CAPITAL STOCK

The Corporation shall have the authority to issue One Thousand (1,000) shares of common stock, having a par value of \$0.01 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is: 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, and the name of the Corporation's initial registered agent at such office is Daniel O. Mena.

ARTICLE VI -- COMMENCEMENT

The existence of the Corporation shall commence on the date of filing these Articles of Incorporation with the Florida Secretary of State.

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ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the Corporation's initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors who will serve as the Corporation's director until successors are duly elected and qualified is:

Name

Address

Edward Mena

6262 Bird Road
Suite 3-I
Miami, Florida 33155

ARTICLE VIII -- INCORPORATOR

The name of the Incorporator is Daniel Mena, and the address of the Incorporator is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE IX -- BYLAWS

The power to adopt, alter, amend or repeal bylaws of the Corporation shall be vested in the Board of Directors and the Shareholders of the Corporation, except that the Board of Directors may not amend or repeal any bylaw(s) adopted by the Shareholders which the Shareholders specifically designate as not subject to amendment or repeal by the directors.

ARTICLE X -- INDEMNIFICATION

The Corporation shall indemnify every officer, director or incorporator, and every former officer, director or incorporator, of the Corporation to the fullest extent permitted by law for any claims arising from any action taken on behalf of the Corporation.

ARTICLE XI -- AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and all rights conferred on the Shareholders are subject to this reservation.

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The undersigned, being the Incorporator named above, for the purpose of forming a corporation under the laws of the State of Florida pursuant to the Florida Business Corporation Act, has signed these Articles of Incorporation on the 17 day of July 2001.


Daniel Mena, as Incorporator of
MENA INSURANCE, INC.

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been named the Registered Agent of MENA INSURANCE, INC., accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statute Section 607.0505.

Dated this 17th day of July 2001.

By: _____

Daniel Mena

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