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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-08/16/01--01018-004

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MILTON INSURANCE GROUP, INC

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

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RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

NOT ATTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

2001 AUG 16 AM 8:11

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
01 AUG 16 AM 8:47
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
MILTON INSURANCE GROUP, INC.**

FILED
01 AUG 16 AM 8:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is:

MILTON INSURANCE GROUP, INC.

ARTICLE TWO

The principal office of the corporation shall be located at:

**11730 NW 12 Street
Pembroke Pines, Florida 33026**

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE THREE

This corporation shall have perpetual existence and may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

Armando A. Pardillo, Esq.
Fla. Bar No. 213081
1401 Ponce de Leon Blvd. #202
Coral Gables, FL. 33134
Tel: 305-444-0100
Fax: 305-448-4375

ARTICLE FOUR

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE FIVE

The corporation shall have one director initially. However, the number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the By-Laws.

The name and address of the initial director is:

NAME	ADDRESS
PATRICIA STRAIGHT	11730 NW 12 Street Pembroke Pines, Florida 33026

ARTICLE SIX

The name and address of the subscriber to these Articles of Incorporation is:

NAME	ADDRESS
PATRICIA STRAIGHT	11730 NW 12 Street Pembroke Pines, Florida 33026

ARTICLE SEVEN

The name and street address of the initial registered agent and office of this corporation is:

NAME	ADDRESS
PATRICIA STRAIGHT	11730 NW 12 Street Pembroke Pines, Florida 33026

ARTICLE EIGHT

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of the corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued, unless otherwise provided by the By-Laws of the corporation. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by the law.

ARTICLE NINE

The number of shares the corporation is authorized to issue is 500 shares, which shall be common stock of \$1.00, par value, each.

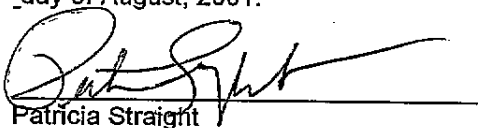
ARTICLE TEN

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon.

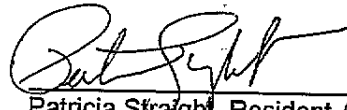
ARTICLE ELEVEN

The shareholders may at their sole discretion, repeal, alter or amend the By-Laws of this corporation, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.

IN WITNESS WHEREOF, the undersigned incorporator has set her hand and affixed her seal, on this 13 day of August, 2001.


Patricia Straight

Having been named as resident agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505 Florida Statutes.

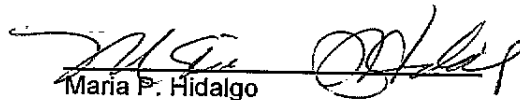


Patricia Straight, Resident Agent

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 13 day of August 2001, by Patricia Straight, who is personally known to me.



Maria P. Hidalgo
Notary Public

c:\corp\articles incorp straight-milton ins.



FILED
01 AUG 16 AM 8:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA