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ACCOUNT NO. : 072100000032

REFERENCE : 533437 4301969

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : December 3, 2001

ORDER TIME : 10:30 AM

ORDER NO. : 533437-010

CUSTOMER NO: 4301969

CUSTOMER: Matthew Dundon, Esq
Rosenman & Colin LLP

575 Madison Avenue
20th Floor
New York, NY 10022-2585

DOMESTIC FILING

NAME: UNITED SURETY ASSOCIATES OF
AMERICA, INC.

EFFECTIVE DATE:

000004701990--6--

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

✓
JW 12/3/01

FILED
2001 DEC -3 PM 12:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
01 DEC -3 AM 11:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Incorporation of United Surety Associates of America, Inc.

FILED

Article I: the name of this corporation is United Surety Associates of America, Inc. (the "Corporation").

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article II: The principal place of business and mailing address of the Corporation is 1820 North University Drive, Plantation, Florida, 33322.

Article III: The purpose of the Corporation is to conduct any lawful business.

Article IV: The Corporation is authorized to issue one hundred (100) shares of stock, par value \$0.01 per share, to such subscribers or acquirers and in one or more series with such rights and preferences, as the directors of the Corporation (the "Directors") may determine from time to time.

Article V: The initial Directors shall be Lawrence Kaplan, Peter Riebling, and Michael Burton; successor or additional Directors shall be elected as provided for in by-laws of the Corporation, or as provided for in the Florida Business Corporation Act (the "Act") if not provided for in any by-law or amendment to these Articles.

Article VI: No director of the Corporation shall be personally liable to the Corporation or its shareholders for damages for any breach of duty as a director; provided, however, that nothing in this Article VI shall eliminate or limit the liability of any director if a judgment or other final adjudication adverse to him establishes that his acts or omissions were in bad faith or involved intentional misconduct or knowing violation of law or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled or that his acts violated Section 607.0831 of the Act (including violations of other sections of the Act which are expressly included in Section 607.0831).

Article VII: The Corporation shall (with respect to each Director) and may in its discretion (with respect to any person not a Director), in each case, to the greatest extent permitted by Section 607.0850 of the Act, indemnify and hold harmless each director and officer of the Corporation from any liability to or damage caused by any person arising out of such indemnified person's acts on behalf of the Corporation or in an official capacity within the Corporation.

Article VIII: The registered agent of the Corporation is Corporation Service Company, 1201 Hays Street, Tallahassee FL 32301.

Article IX: The incorporator of the Corporation is Matthew J. Dundon, 575 Madison Avenue, 11th Floor, New York, NY 10022.

Article X: These Articles shall be effective upon their filing by the Florida Department of State.

Executed this 29th day of November, 2001:

INCORPORATOR:


Matthew J. Dundon

REGISTERED AGENT for United Surety Associates of America, Inc.:

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Corporation Service Company

By: 

Printed Name:

Brian Courtney
as its agent

Title: _____

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FILED