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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

S. & S. INSURNACE GROUP, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. McKnight DEC 28 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A)

ARTICLES OF INCORPORATION
OF

S. & S. Insurance Group, Inc.

ARTICLE I. CORPORATE NAME AND ADDRESS.

The name of this corporation is: S. & S. Insurance Group, Inc. Its initial address is 13311 S.W. Bird Avenue, Miami, Florida 33175. The Board of Directors from time to time may move this address to any other address in the State of Florida.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent of this Corporation in the State of Florida and the initial Registered Office of this corporation shall be:

Ms. Denisse M. Comas
13311 S.W. Bird Avenue
Miami, Florida 33175

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

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ARTICLE VII. INITIAL DIRECTOR.

The name of the initial director of this Corporation and the street address of said director is:

Ms. Denisse M. Comas
13311 S.W. Bird Avenue
Miami, Florida 33175

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Ms. Denisse M. Comas
13311 S.W. Bird Avenue
Miami, Florida 33175

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 24 day of December, 2001, in Miami-Dade County, Florida.

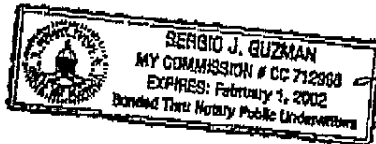


Denisse M. Comas

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

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BEFORE ME, a Notary Public, personally appeared Denisse M. Comas to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 21 day of December, 2001.



Sergio J. Guzman,
Notary Public
State of Florida at Large

ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

HAVING been named to accept service of process for S. & S. Insurance Group, Inc., at 13311 S.W. Bird Road, Miami, Florida 33175, the undersigned agrees to comply with provisions of Florida law relative to keeping the designated office open.

Denisse M. Comas
Registered Agent

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public, personally appeared Denisse M. Comas, to me known to be the person described in the above Acknowledgment and Acceptance of Registered Agent, and acknowledged before me that she subscribed to the same document on this 21 day of December, 2001.

Sergio J. Guzman,
Notary Public for the
State of Florida at Large



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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