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FLORIDA PROFIT CORPORATION OR P.A.

AMERICAN EAGLE INSURANCE GROUP, INC.

Amended

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 23, 2002

TULA

SUBJECT: AMERICAN EAGLE INSURANCE GROUP, INC.
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FAX Aud. #: H02000019847
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**ARTICLES OF INCORPORATION
OF
AMERICAN EAGLE INSURANCE, INC.**

ARTICLE I - NAME

This name of this Corporation is AMERICAN EAGLE INSURANCE, INC.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities of business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares, which this Corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 3399 Cypress Gardens Road, Suite C, Winter Haven, Florida 33884-2453 and the initial registered agent of this corporation at such office shall be Tula Michele Haff, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be 20283 State Road 7, Suite 400, Boca Raton, Florida 33498.

ARTICLE VII - CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm who is so interested

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shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE VIII - CORPORATE AND STOCKHOLDER DEBT

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify and insure its officers and directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

ARTICLE X - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) and up to ten (10) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than (10).

ARTICLE XI - INCORPORATOR

The name and street address of the persons signing these Articles of Incorporation are:

Tula Michele Haff, 3399 Cypress Gardens Road, Suite C, Winter Haven, Florida 33884-2453



Tula Michele Haff

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **AMERICAN EAGLE INSURANCE, INC.**, at the place designated in the Articles of Incorporation, 3399 Cypress Gardens Road, Suite C, Winter Haven, Florida 33884-2453, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED this 23rd day of January, 2002.


Tula Michele Haff

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