

P0200001529

ROBERT J. HUNTER
1500 South Dixie Highway – 3rd Floor
Coral Gables, FL 33146
305-669-4878 ext 126

FILED
02 FEB -6 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 1, 2002

Secretary of State
Division of Corporation
Filing Section – 850-487-6052
409 E. Gaines Street
Tallahassee, FL 32399

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-02/06/02-01054--005
*****87.50 *****87.50

REF: Articles of Incorporation of R & B Insurance Group, Inc.

Dear Sir:

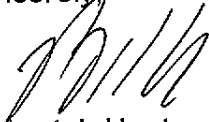
I have enclosed the following items regarding incorporating an entity:

- A. Articles of Incorporation of R & B Insurance Group, Inc.
- B. Check for \$87.50 payable to Secretary of State for filing fees. (\$78.75 Filing & Certified Copy and \$8.75 for Certified Copy)

Please date stamp this letter to acknowledge its receipt and return a certified copy of the Articles of Incorporation to me in the self-addressed overnight delivery envelope provided for your assistance.

Thank you for your prompt cooperation and assistance in this matter.

Sincerely,


Robert J. Hunter

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enclosures

QB 2/11

ARTICLES OF INCORPORATION
of
R & B Insurance Group, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

1. **NAME.** The name of the Corporation is: R & B Insurance Group, Inc.
2. **PRINCIPAL OFFICE.** The address of the principal office of the corporation is as follows:

R&B Insurance Group, Inc.
1500 South Dixie Highway – 3rd Floor
Coral Gables, FL 33146

3. **PURPOSE.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **CAPITAL STOCK.** The corporation is authorized to issue ONE HUNDRED MILLION (100,000,000) shares of common stock, all of one class, at **NO** Par Value.
5. **INITIAL REGISTERED AGENT.** The name and address of the initial registered agent of the corporation is as follows:

Robert J. Hunter
1500 South Dixie Highway – 3rd Floor
Coral Gables, FL 33146

7. **INITIAL BOARD OF DIRECTORS.** The corporation shall have TWO (2) directors initially. The number of directors may be either increased or decreased from time to time as provided for in the bylaws of the corporation and in the manner provided by law, but shall never be less than ONE (1) director. The name and address of the initial directors of the corporation are:

Ronald M. Prupis
12608 Northwest 11th Court
Sunrise, Florida 33323

Robert J. Hunter
1500 South Dixie Highway – 3rd Floor
Coral Gables, FL 33146

8. AMENDMENT OF ARTICLES. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.
9. INDEMNIFICATION. To the extent permitted by law, the corporation shall indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.
10. INCORPORATOR. The name and address of the incorporator is:

Robert J. Hunter
1500 South Dixie Highway – 3rd Floor
Coral Gables, FL 33146

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of February 2002.



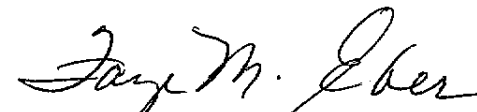
INCORPORATOR

STATE OF FLORIDA

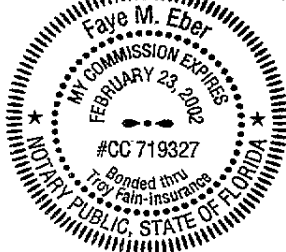
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Robert J. Hunter, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me, that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of February, 2002.


NOTARY PUBLIC, State of Florida

MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that R & B Insurance Group, Inc., a Florida corporation qualified to do business under the laws of this State, has appointed Robert J. Hunter as its agent to accept service of process within this State at the following address:

Robert J. Hunter
1500 South Dixie Highway -- 3rd Floor
Coral Gables, FL 33134

Having been named to accept service of process for the above stated corporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Robert J. Hunter