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JOHN E. KANE

June 18, 2002

Via Federal Express

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
409 E. Gaines Street
Tallahassee, FL 32314-6327

FILED
02 JUN 27 PM 1:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: b-Surrant Capital, Inc.

800005862578--3
-06/19/02-01057-002
*****78.75 *****78.75

Dear Sir/Madam:

I am enclosing our firm check in the amount of \$78.75 in connection with the above corporation for the following:

Filing Fee	\$35.00
Registered Agent Designation Fee	35.00
Certified Copy	8.75
TOTAL	\$78.75

I am also enclosing the original and a copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent. Please return the copy to this office once it has been certified in the self-addressed, postage paid envelope.

Your assistance in this matter is appreciated.

Very truly yours,

DAVID C. WILLIS

DCW:lep

Enclosures

cc: Christian Bohyn

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W02/7818
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D. WHITE JUN 27 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 19, 2002

DAVID C. WILLIS, ESQ.
PO BOX 2854
ORLANDO, FL 32802-2854

SUBJECT: B-SSURANT CAPITAL, INC.
Ref. Number: W02000017818

We have received your document for B-SSURANT CAPITAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 802A00039759

JUN 24 2002

ARTICLES OF INCORPORATION

OF

B-SSURANT CAPITAL, INC.

FILED

02 JUN 27 PM 1:50

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

ARTICLE I

The name of this Corporation is b-SSURANT Capital, Inc.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be one million shares of common stock. Each of such shares shall have a par value of \$0.01 per share.

ARTICLE IV

The street address and the mailing address of the place of business of the Corporation is 801 International Parkway, 5th Floor, Lake Mary, FL 32746. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 E. Robinson Street, Suite 600, Orlando, FL 32801, and the name of the Corporation's initial registered agent to receive service of process is David C. Willis.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The names and addresses of the Directors are:

<u>Name</u>	<u>Address</u>
Christian Bohyn	801 International Parkway, 5th Floor, Lake Mary, FL 32746

ARTICLE VI

The name and address of the incorporator is David C. Willis, P.O. Box 2854, Orlando, FL, 32802.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: June 18, 2002.



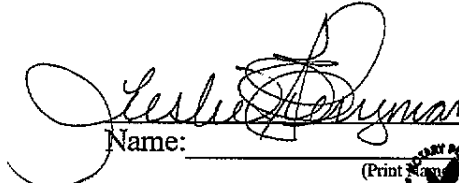
David C. Willis

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18th day of June, 2002,
by David C. Willis, who is personally known to me or has produced as identification
_____ (type of identification).

(AFFIX NOTARY SEAL)


Name: _____
(Print Name) **Leslie E. Perryman**
Notary Public - State of Florida
My Commission Expires: **DD000775**
Expires March 08, 2008

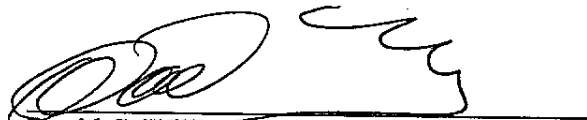
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

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

That b-SSURANT Capital, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 801 International Parkway, 5th Floor, Lake Mary, FL 32746, has named David C. Willis as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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


David C. Willis
(Registered Agent)

FILED
02 JUN 27 PM 1:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA