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Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

XN Risk Insurance Services, Inc.

Certificate of Status	1
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
XN RISK INSURANCE SERVICES, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is XN Risk Insurance Services, Inc. (hereinafter the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of the Corporation is 3720 S. Ocean Boulevard, Suite 1606, Highland Beach, Florida 33487.

**ARTICLE III
AUTHORIZED SHARES**

The total number of shares of stock which the Corporation has authority to issue is Three Million (3,000,000), consisting of One Million (1,000,000) shares of Class A Voting Common Stock, par value \$.01 per share, One Million (1,000,000) shares of Class B Non-Voting Common Stock, par value \$.01 per share and One Million (1,000,000) shares of Preferred Stock, par value \$.01 per share.

The holders of Class A Voting Common Stock shall be entitled to vote on all matters submitted to a vote of shareholders of the Corporation and shall be entitled to one vote per share of Class A Voting Common Stock then outstanding and of record in his, her or its name on the books of the Corporation.

The holders of Class B Non-Voting Common Stock shall not be entitled to vote on any matters submitted to a vote of shareholders of the Corporation except as required under the Florida Business Corporation Act. In all other respects, the Class A Voting Common Stock and Class B Non-Voting Common Stock shall have equal rights with respect to all distributions and rights upon the liquidation of the Corporation.

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The Board of Directors is expressly authorized to issue from time to time all or any shares of Preferred Stock in one or more series, and to fix for each such series such voting powers, full or limited, or no voting powers, and such designations, preferences (including seniority upon liquidation), relative participating, optional or other special rights, redemption rights, conversion privileges and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such series and to the fullest extent as now or hereafter permitted by these Articles of Incorporation and the laws of the State of Florida. Unless a vote of any shareholder is required pursuant to a certificate establishing a series of Preferred Stock, the Board of Directors may from time to time increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series of Preferred Stock subsequent to the issuance of shares of that series. In case the number of shares of any series is so decreased, the shares constituting such reduction shall resume the status that such shares had prior to the adoption of the resolution originally fixing the number of shares of such series.

**ARTICLE IV
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of the Corporation in the State of Florida is 3720 S. Ocean Boulevard, Suite 1606, Highland Beach, Florida 33487 and the initial registered agent of the Corporation at such address is Ronald Reshefsky.

**ARTICLE V
INCORPORATOR**

The name and address of the incorporator are:

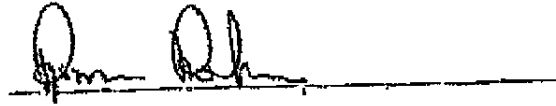
Ronald Reshefsky
3720 S. Ocean Boulevard, Suite 1606
Highland Beach, Florida 33487

**ARTICLE VI
PURPOSE**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

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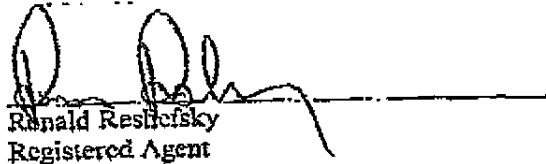
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of July, 2002.



Ronald Reshefsky
Incorporator

**ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT**

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.



Ronald Reshefsky
Registered Agent

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