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LAW OFFICES

Carl A. Cascio, P.A.

Carl A. Cascio

OF COUNSEL

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BOARD CERTIFIED REAL ESTATE ATTORNEY

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525 N.E. 3RD AVENUE
SUITE 102
DELRAY BEACH, FLORIDA 33444
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December 19, 2003

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

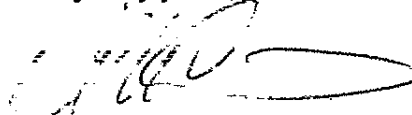
Re: ABACUS Insurance Intermediaries (Americas), Inc.

Dear Sir or Madame:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and the Designation of Registered Agent for the above-referenced corporation, along with a check in the amount of \$78.75 for filing the Articles of Incorporation and Designation of Registered Agent and certified copy fee. Please return the Certificate of Incorporation and certified copy of the Articles of Incorporation and Designation of Registered Agent for this entity to my office at your earliest convenience.

Thank you for your attention to this matter.

Very truly yours,



Carl A. Cascio

CAC/mkm
Enclosures

cc: Michael Hanuschak

**ARTICLES OF INCORPORATION
OF
ABACUS INSURANCE INTERMEDIARIES (AMERICAS), INC.**

**ARTICLE I
NAME**

The name of this Corporation is Abacus Insurance Intermediaries (Americas),

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence. The effective date of this Corporation shall be the date of filing of these Articles.

**ARTICLE III
PURPOSE**

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which profit corporations may be incorporated under the Florida General Corporation Act. No other purpose limits the general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. To engage in the distribution and sales of commercial and personal insurance.

**ARTICLE IV
SHARES**

The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address of the Corporation is c/o Michael Hanuschak, 3120 Jasmine Drive, Delray Beach, FL 33483. The street address of its initial Registered Office is 3120 Jasmine

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Drive, Delray Beach, FL 33483, and the name of its initial Registered Agent at such address is Michael Hanuschak.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation is:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Michael Hanuschak | 3120 Jasmine Drive Delray Beach, FL 33483 |
| David W. Price | The Dell 42 Mill Lane Gerrards Cross Buckinghamshire SL9 8DG United Kingdom |
| Barrie D. West | 4, The Covent Petts Wood Kent, United Kingdom BR6 0BU |
| Anthony R. Green | 62 Fox Dene Godalming, Surrey, United Kingdom GU7 1YQ |

ARTICLE VII
INCORPORATORS

The name and address of the person signing these Articles is:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Michael Hanuschak | 3120 Jasmine Drive Delray Beach, FL 33483 |

ARTICLE XIII
INDEMNIFICATION


The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE IX
INITIAL OFFICERS

The names, offices and street addresses of the first officers of this Corporation, who shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

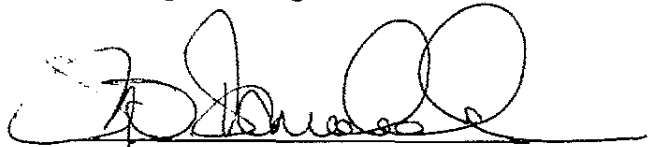
| <u>NAME</u> | <u>OFFICE</u> | <u>ADDRESS</u> |
|-------------------|----------------|---|
| Michael Hanuschak | President | 3120 Jasmine Drive Delray Beach, FL 33483 |
| David W. Price | Secretary | The Dell 42 Mill Lane Gerrards Cross Buckinghamshire SL9 8DG United Kingdom |
| Barrie D. West | Treasurer | 4, The Covent Petts Wood Kent, United Kingdom BR6 0BU |
| Anthony R. Green | Vice President | 62 Fox Dene Godalming, Surrey, UK GU7 1YQ |

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation
this 19th day of December, 2003.


Michael Hanuschak, Incorporator

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

A handwritten signature in black ink, appearing to read 'Michael Hanuschak', written over a horizontal line.

Michael Hanuschak, Registered Agent

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