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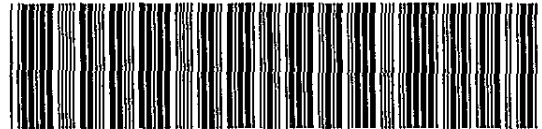
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DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

May 27, 2004

Department of State

Division of Corporations

P.O. Box 6327

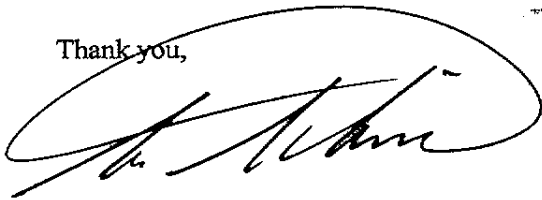
Tallahassee, FL 32314

Subject: **THE PONDEROSA ASSURANCE Co.**

To Whom It May Concern:

Enclosed are an original and one (2) copies of the articles of incorporation and a check for \$87.50 to cover the cost of the Filing Fee, Certified Copy and Certificate of Status.

Thank you,



Amnon I. Schweitzer

Incorporator

P.O. Box 451178

Sunrise, FL 33345-1178

Phone: 954.818.6397

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ARTICLES OF INCORPORATION
OF
THE PONDEROSA ASSURANCE CO.

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is The Ponderosa Assurance Co. (the "Corporation").
- SECOND: The street address of the initial principal office is 1560 Sawgrass Corporate Parkway, Sunrise, Florida 33323 and the mailing address of the Corporation is P.O. Box 451178 Sunrise, Florida 33345-1178
- THIRD: The maximum number of shares of stock which this corporation is authorized to issue or to have outstanding at any time shall be Fifteen Thousand (15,000) shares, of which Ten Thousand (10,000) shares shall be common stock at \$.01 par value per share.

The holders of common stock shall have one vote for each share of such stock held.

The holders of record of the preferred stock shall be entitled to cash dividends when, as and if declared by the Board of Directors at the time, in the manner and at the rate per share determined by the Board of Directors in the resolution authorizing each series of preferred stock. Dividends payable on the preferred stock must be paid or set apart for payment before any dividends may be declared and paid on the common stock with respect to the same time period.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding preferred stock shall be entitled to the amount payable upon their shares as determined by the Board of Directors in the resolution authorizing each series of preferred stock. After payment to the holders of preferred stock of the amount payable to and distributed ratably among, the holders of record of the common stock.

The common stock may also be subject to other rights and preferences that the Board of Directors may give to any series of the preferred stock.

The Board of Directors is hereby expressly authorized to issue the preferred stock of this corporation in one or more series as it may determine by resolution from time to time. In the resolution establishing a series, the Board of Directors shall give to the series a distinctive designation so as to distinguish it from all other series and classes of stock, shall determine the number of shares in such a series and shall fix the preferences, limitations and relative rights thereof. All of the shares of any one series shall be alike in every particular. Except to the extent otherwise provided in the description of each series, all of the shares of all series of preferred stock shall be alike in every particular.

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All stock of this corporation, whether common stock or preferred stock shall be issued only upon the receipt of the full consideration fixed for the issuance of such stock. Such stock, once issued, shall be fully paid and nonassessable.

No holder of shares of any class of this corporation shall have (1) any preemptive right to subscribe for or acquire additional shares of this corporation of the same or any other class, whether such shares shall be hereby or hereafter authorized, or (2) any right to acquire any shares which may be held in the treasury of this corporation. All such additional or treasury shares may be issued or reissued for such consideration, at such time and to such persons as the Board of Directors may from time to time determine.

FOURTH: The street address of the initial registered office of the Corporation is: 1560 Sawgrass Corporate Parkway, Fourth Floor, Sunrise, Florida 33323 and the name of the registered agent is: Trustmark Plan Administration, Inc.

FIFTH: The name and address of the incorporator of the Corporation is: Amnon I. Schweitzer, ADR Corp., 9810 Northwest 10th Court, Plantation, Florida 33322.

SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

SEVENTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time relating to affiliated transactions.

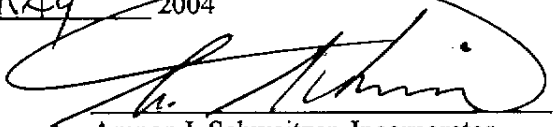
EIGHTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is:

Amnon I. Schweitzer
P.O. Box 451178
Sunrise, Florida 33345-1178

TENTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of May 2004


Amnon I. Schweitzer, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

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I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

TRUSTMARK PLAN ADMINISTRATION, INC.

By:


Amnon I. Schweitzer, President

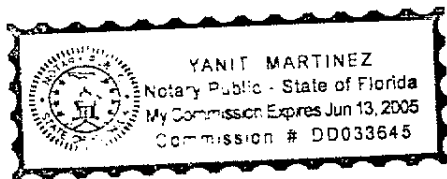
STATE OF FLORIDA)

) SS:

COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set above, personally appeared **Amnon I. Schweitzer**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal, in the State and County aforesaid, this 28th day of May 2004.



Notary Public, State of Florida
at Large Yanit Martinez
My Commission Expires:
June 13, 2005