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ADORNO & YOSS
A PROFESSIONAL ASSOCIATION
2601 SOUTH BAYSHORE DRIVE, SUITE 1600
MIAMI, FLORIDA 33133-5412
PHONE: (305) 858-5555, FAX: (305) 858-4777
WWW.ADORNO.COM

GREGORY A. MARTIN

DIRECT LINE: (305) 860-7060

EMAIL: GM@ADORNO.COM

September 1, 2004

UPS OVERNIGHT DELIVERY

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

**Re: RBG Group & Associates, Inc.
The Masters Insurance Group, Inc.
Articles of Incorporation**

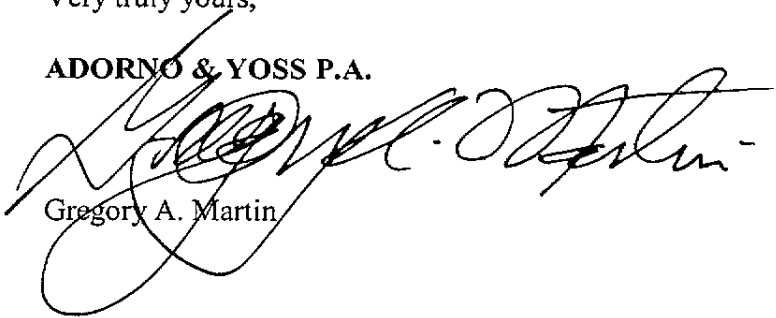
Dear Sir/Madam:

Enclosed is check number 173141 in the amount of \$140.00 to cover the filing fee of incorporating RBG Group & Associates, Inc. and The Masters Insurance Group, Inc. Also enclosed are the Articles of Incorporation.

Should you have any questions, please feel free to contact our office.

Very truly yours,

ADORNO & YOSS P.A.


Gregory A. Martin

GAM/imr
Enclosures

**ARTICLES OF INCORPORATION
OF
RBG GROUP & ASSOCIATES, INC.**

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FLORIDA

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is RBG Group & Associates, Inc.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PLACE OF BUSINESS

The Corporation's principal office address and business mailing address is 7880 SW
133 Avenue, Miami, Florida 33183.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted
under the laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have
outstanding at any time is 1,000,000 shares of common stock, having a par value of \$0.01 per share.

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Director(s), but in no case shall the number of directors be less than one nor more than seven. The name and address of the initial director is

<u>Name</u>	<u>Address</u>
Ramon Gonzalez	7880 SW 133 Avenue Miami, Florida 33133

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be c/o Adorno & Yoss, P.A., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be Gregory A. Martin, Esquire, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as Incorporator is Gregory A. Martin, Esquire, Adorno & Yoss, P.A., 2601 S. Bayshore Drive, Suite 1600, Miami, FL 33133.

ARTICLE IX - DATE OF EXISTENCE

The corporate existence of the Corporation shall commence upon filing of these Articles of Incorporation.

Dated: September 7, 2004

Incorporator

By: 

Gregory A. Martin

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for RBG Group & Associates, Inc., at the place designated in the Articles of Incorporation, Gregory A. Martin, Esquire agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: September 7, 2004

Registered Agent

By: 

Gregory A. Martin, Esquire

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