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Rich Fidei, Esq.
(Requestor's Name)

2000 W. Commercial Blvd.
(Address)

Suite 232
(Address)

Ft. Lauderdale, FL 33309
(City/State/Zip/Phone #)

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Southern Atlantic M&A, Inc.
(Business Entity Name)

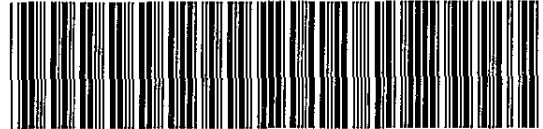
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10/20/04

**ARTICLES OF INCORPORATION
FOR
SOUTHERN ATLANTIC MGA, INC.**

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04 OCT 20 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned being a natural person, hereby acts as an incorporator adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE 1
NAME**

The name of the corporation shall be: SOUTHERN ATLANTIC MGA, INC. ("Company"). Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

**ARTICLE 2
OFFICE**

The principal office and mailing address of the Company shall be 1150 E. Hallandale Beach Boulevard, Suite B, Hallandale, Florida 33009, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Company shall be kept at its principal office or at such other place as may be permitted by the Act.

**ARTICLE 3
PURPOSE**

The general nature of the business to be transacted by the Company shall be to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE 4
POWERS**

The Company shall have all of the common-law and statutory powers of a corporation for profit under the Laws of Florida, except as expressly limited or restricted by the terms of these Articles or the By-Laws, and all of the powers and duties reasonably necessary to operate the Company pursuant to the By-Laws, as they may be amended from time to time.

**ARTICLE 5
AUTHORIZED SHARES**

The Company shall be authorized to issue up to Ten Thousand (10,000) shares, having a par value of One Dollar (\$1.00) per share.

ARTICLE 6
TERM OF EXISTENCE

The Company shall have perpetual existence.

ARTICLE 7
INDEMNIFICATION

7.1 Personal Liability. Except as otherwise provided herein, the personal liability of the directors of the Company is hereby eliminated to the fullest extent permitted under the Laws of Florida, as the same may be amended and supplemented. Without limiting the generality of the foregoing, no director of the Company shall be liable to the Company or its shareholders for monetary damages (including, without limitation, any judgment, amount paid in settlement, fine, penalty, punitive damages, or expense of any nature including attorney's fees) for breach of any duty as a director, except for liability: (i) for any breach of the director's duty of loyalty to the Company or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Florida Statute §607.0831 or as provided in §607.0850, or (iv) for any transaction from which the director derived an improper personal benefit either directly or indirectly. No amendment to or repeal of this Article 7 shall apply to or have any effect on the liability or alleged liability of any director of the Company on, for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

7.2 Indemnification. The Company shall, to the fullest extent permitted by the provisions of Florida Statutes §607.0831 and §607.0850, as the same may be amended and supplemented, indemnify directors and officers from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said sections, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

7.3 Amendment. No amendment, modification or repeal of this Article 7 shall adversely affect any right or protection of a director or officer that exists at the time of such amendment, modification or repeal.

ARTICLE 8
OFFICERS

The day to day affairs of the Company shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Company at its first meeting following the annual meeting of the shareholders of the Company and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from

office of officers, for filling vacancies and for the duties and qualifications of the officers. The terms of office of the initial officers shall be for not more than one year after the date of incorporation of the Company. Officers shall serve until their successors are designated by the Board of Directors.

ARTICLE 9 **DIRECTORS**

9.1 **Number and Qualification.** The property, business and affairs of the Company shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist at any time of not less than five (5) directors.

9.2 **Duties and Powers.** All of the duties and powers of the Company shall be exercised exclusively by the Board of Directors, its officers, agents, contractors or employees.

9.3 **Election; Removal.** Directors of the Company shall be elected at the annual meeting of the Shareholders in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws. Elections of Directors need not be by written ballot except and to the extent provided in the By-Laws of the Company.

9.4 **Standards.** Each Director shall discharge his or her duties as a director, including any duties as a member of a Committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Company. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his or her duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Company whom the Director reasonably believes to be reliable and competent in the matters presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence; or a Committee of which the Director is not a member if the Director reasonably believes the Committee merits confidence. A Director shall not be liable for any action taken as a Director, or any failure to take action, if he or she performed the duties of the office in compliance with the foregoing standards.

ARTICLE 10 **BY-LAWS**

The first By-Laws of the Company shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws.

ARTICLE 11
INCORPORATOR

The names and mailing addresses of the incorporators for the Company and the persons signing these articles of incorporation are Robert Lechter, whose address is 1150 E. Hallandale Beach Boulevard, Suite B, Hallandale, Florida 33009 and Alberto Mishan, whose address is 1150 E. Hallandale Beach Blvd, Suite B, Hallandale Beach, FL 33009.

ARTICLE 12
INITIAL REGISTERED OFFICE;
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the Company shall be at 2000 W. Commercial Boulevard, Suite 232, Fort Lauderdale, Florida 33309, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Fred E. Karlinsky, Esquire.

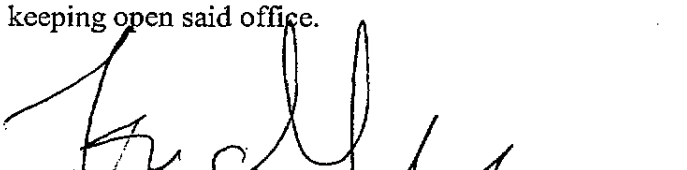
CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First. SOUTHERN ATLANTIC MGA, INC. desiring to organize under the laws of the State of Florida with its registered office indicated in the Articles of Incorporation at 2000 W. Commercial Boulevard, Suite 232, Fort Lauderdale, Florida 33309 has named Fred E. Karlinsky, Esquire, as its agent to accept service of process within this state. The undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

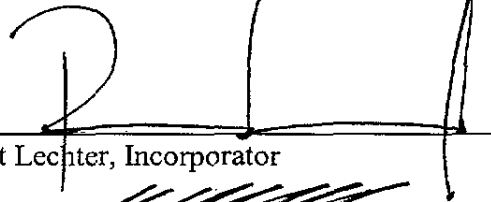
ACKNOWLEDGMENT:

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

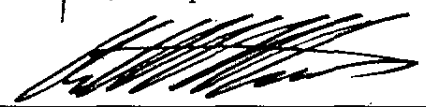


Fred E. Karlinsky, Resident Agent

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 14TH day of October, 2004.



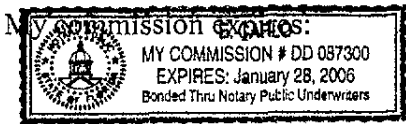
Robert Lechter, Incorporator



Alberto Mishaan, Incorporator

STATE OF FLORIDA :
: SS.
COUNTY OF BROWARD :

The foregoing instrument (Articles of Incorporation for SOUTHERN ATLANTIC MGA, INC.) was acknowledged before me this 14TH day of OCTOBER, 2004, by Robert Lechter, who is personally known to me or who has produced — as identification.



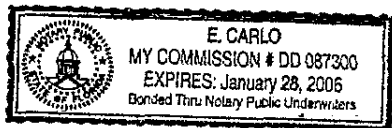


Signature of Acknowledger

STATE OF FLORIDA :
: SS.
COUNTY OF BROWARD :

The foregoing instrument (Articles of Incorporation for SOUTHERN ATLANTIC MGA, INC.) was acknowledged before me this 14TH day of OCTOBER, 2004, by Alberto Mishaan, who is personally known to me or who has produced — as identification.

My commission expires:





Signature of Acknowledger