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TALLAHASSEE FLORIDA

T. Smith

AUG 01 2005

The Law Offices of Jay F. Romano, P.A.
Attorneys At Law

MIZNER PARK
433 Plaza Real
Suite 275
Boca Raton, Florida 33432

Jay F. Romano
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Palm Beach: (561) 962-4196
Broward: (954) 254-6430
Facsimile: (561) 470-4981

July 22, 2005

See up
Via U.S. Mail

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Absolute Underwriting Managers, Inc.

Dear Clerk:

*see enclosed
Dissolution*
Please be advised that the Corporation ABSOLUTE UNDERWRITING MANAGERS, INC. with document # P96000006933, has been ~~judicially~~ dissolved and there is no intention of reinstatement of that document # corp. However, I have enclosed a new set of Articles of Incorporation for ABSOLUTE UNDERWRITING MANAGERS, INC., along with fee to incorporate this company *(Certified copy please \$78.75)*

Please stamp the enclosed articles and return a certified copy to my office as directed and paid for.

Any questions, please contact my office.

JFR/gr

ccClient

*Doase nak
New set
of Art 6s
Enclosed*

Sincerely,

Jay F. Romano
Jay F. Romano

Client
Deborah McCall
Deborah J. McCall

**ARTICLES OF INCORPORATION
OF
ABSOLUTE UNDERWRITING MANAGERS, INC.**

The undersigned acting as incorporator of a corporation pursuant to chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation shall be: **ABSOLUTE UNDERWRITING MANAGERS, INC.**

**ARTICLE II
Principal place of business and mailing address**

The principal place of business and mailing address of this corporation shall be:

4000 North State Road 7
Suite 310
Fort Lauderdale, Florida 33319

and the mailing address of the corporation shall be the same.

**ARTICLE III
Purpose**

The specific purpose for which the corporation is organized is:

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, territory or nation.

**ARTICLE IV
Manner of election of directors**

The manner in which the directors are elected or appointed is as follows:

Directors will be chosen by the Board of Directors and the initial Articles will be filed with only with one Director, **Deborah J. McCall** and she will be the only current member on the Board of Directors until this Corporation's first meeting.

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ARTICLE V
Initial registered agent and street address

The name and the street address of the initial registered agent is:

The Law Offices of Jay F. Romano, P.A.
Attorneys at Law
433 Plaza Real
Suite 275
Boca Raton, FL 33432
(561) 962-4196

ARTICLE VI
Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand Shares of common stock having \$ 1.00 par value per share.

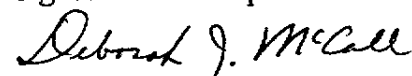
ARTICLE VII
Incorporators

The name and the street address of the incorporator for these articles of incorporation is:

Deborah J. McCall
4000 North State Road 7
Suite 310
Fort Lauderdale, Florida 33319

The undersigned incorporator has executed these Articles of Incorporation this 26th day of
~~March~~, 2005
July

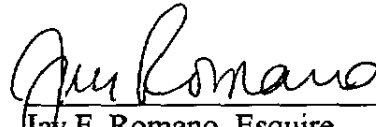
Signature of Incorporator:



Deborah J. McCall

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
INCORPORATION**

The Law Offices of Jay F. Romano, P.A., 433 Plaza Real
Suite 275, Boca Raton, FL 33432, (561) 962-4196 and having been designated as the
Registered Agent in the above and foregoing Articles familiar with and accepts the
obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Jay F. Romano, Esquire
On Behalf of The Law Offices of
Jay F. Romano, P.A

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