

MAY-10-2006 WED 11:48 AM BOIES SCHILLER
Division of Corporations

FAX NO. 3055391307

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To:

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Fax Number : (850) 205-0381

From:

Account Name : BOIES, SCHILLER & FLEXNER, LLP.
Account Number : 119990000190
Phone : (305) 539-8400
Fax Number : (305) 357-8553

FLORIDA PROFIT/NON PROFIT CORPORATION

Starr International USA, Inc.

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FA#: H06-130165

SECRET
DIVISION

06 MAY 10 PM 1:00

**ARTICLES OF INCORPORATION OF
STARR INTERNATIONAL USA, INC.**

**ARTICLE I
NAME**

The name of the Corporation is **STARR INTERNATIONAL USA, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: 35 Ocean Reef Drive, Key Largo, Florida 33037.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."


**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of this Corporation is 100 S.E. 2nd Street, Suite 2800, Miami, Florida, 33131-2144, and the name of the initial Registered Agent of this Corporation at that address is KTG&S Registered Agent Corporation.

**ARTICLE V
INCORPORATOR**

The name and address of the incorporator is: Beverly Riedy, Vice President, KTG&S Registered Agent Corporation, 100 S.E. 2nd Street, Suite 2800 Miami, Florida 33131-2144.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on May 10, 2006.


Beverly Riedy, Vice President
KTG&S Registered Agent Corporation

FA#: H06-130165

FA#: H06-130165

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT STARR INTERNATIONAL USA, INC, DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED KTG&S
REGISTERED AGENT CORPORATION, LOCATED AT 100 S.E. SECOND STREET,
SUITE 2800, MIAMI, MIAMI-DADE COUNTY, FLORIDA, 33131-2144 ITS REGISTERED
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

KTG&S Registered Agent Corporation

By Beverly Riedy
Beverly Riedy, Vice President

Date: May 10, 2006

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

KTG&S Registered Agent Corporation

By Beverly Riedy
Beverly Riedy, Vice President

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