

Wampler, Buchanan & Breen

*A Professional Association
Attorneys and Counselors at Law
600 Sun Bank Building
777 Brickell Avenue
Miami, Florida 33131*

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January 10, 1995

Secretary of State
Division of Corporations
P.O. Box 637
Tallahassee, FL 32314

RECEIVED 333191
-01/24/95--01093-007
****122.50 ****122.50

Re: COMMERICAL SURETY & INSURANCE, INC.

Gentlemen:

Enclosed please find Articles of Incorporation for the above referenced new corporation. Also enclosed is our check in the amount of \$122.50 to cover the required fees (Filing - \$35; Certified Copy - \$52.50; Designation of Registered Agent - \$35.00).

Please send the certified copy of the above to the attention of the undersigned.

Very truly yours,

Michael B. Walker
Michael B. Walker

For the Firm

By: R. B. Chohan

MBW:cg

Enclosure

MBW:Secy stat

FILED
95 JAN 23 PM 2 14
SEC
TALLAHASSEE, FLORIDA

T. BROWN JAN 26 1995

ARTICLES OF INCORPORATION
OF
COMMERCIAL SURETY & INSURANCE, INC.

FILED
95 JAN 23 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is COMMERCIAL SURETY & INSURANCE, INC. The principal business address is 1135 Pasadena South, Suite 302, St. Petersburg, Florida, 33707.

ARTICLE II
DURATION

This corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

ARTICLE III
PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The capital stock of this Corporation shall consist of 7,500 Shares of Common Stock of One Dollar (\$1.00) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. On dissolution or liquidation of the corporation,

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Florida Bar No. 278912
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Telefax: (305) 577-8545

holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V
REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and his address is as follows: Michael B. Walker, Esquire, Wampler, Buchanan & Breen, P.A., 900 Sun Bank Building, 777 Brickell Avenue, Miami, Florida 33131.

ARTICLE VI
BOARD OF DIRECTORS

1. The number of Directors of this corporation shall not be less than one (1) nor more than seven (7). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors, from time to time, shall never be less than one (1).

2. The Corporation shall initially have one (1) Director. The names and addresses of the initial Directors are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------|---|
| Robb Hensley | 1135 Pasadena South, Suite 302 St. Petersburg, Florida 33707 |

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: Michael B. Walker, Esquire, Wampler, Buchanan & Breen, P.A., 900 Sun Bank Building, 777 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII
ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in the corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or director, and any former officer or director to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-laws shall be in

the Board of Directors of the corporation or in the stockholders; By-laws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

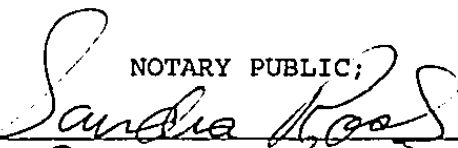
IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid this 18 day of January, 1995.


Michael B. Walker, Esquire
Incorporator

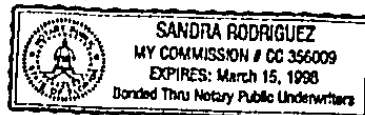
STATE OF FLORIDA)
 : ss.
COUNTY OF DADE)

BEFORE ME the undersigned authority, personally appeared Michael B. Walker, Esquire, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and he has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Dade County, Florida, this 18 day of January, 1995.

NOTARY PUBLIC;
Sign 
Print Sandra Rodriguez
State of Florida at Large (SEAL)

My Commission Expires:



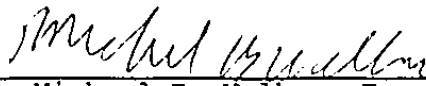
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED
95 JAN 23 PM 2:14
TALLAHASSEE, FLORIDA

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act: COMMERCIAL SURETY & INSURANCE, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami Beach, County of Dade, State of Florida, has named Michael B. Walker, Esquire, located at 900 Sun Bank Building, 777 Brickell Avenue, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office, and I accept the obligations of Chapter 607.325 of the Florida Statutes.



Michael B. Walker, Esquire

FILED
95 JAN 23 PM 2:14
TALLAHASSEE, FLORIDA