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STATE OF FLORIDA
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TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: EMPIRE CORPORATE KIT COMPANY
1482 W FLAGLER ST
SUITE 200
MIAMI FL 33135-00
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000001220)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ALL DISCOUNT INSURANCE AGENCY, INC.
FAX AUDIT NUMBER: H95000001220
DATE REQUESTED: 01/31/1995
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Name Same
R.A. name same
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JAN-31-1995 13146 FROM EMPIRE

TO DIV CORP ELT FI P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

January 31, 1995

EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST STE. 200
MIAMI, FL 33136

SUBJECT: ALL DISCOUNT INSURANCE AGENCY, INC.
REF: W95000002196

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: E95000001220
Letter Number: 695A00004055

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

JAN-31-1995 15147 FROM EMPIRE

TO

19849224000 P.01



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 31, 1995

EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST STE. 200
MIAMI, FL 33136

SUBJECT: ALL DISCOUNT INSURANCE AGENCY, INC.
REF: W95000002196

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

SEE R.A. CERTIFICATE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAK Aud. #: H95000001220
Letter Number: 095A00004105

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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95 JAN 31 PM 3:46

1-31-1995 15:48:01
ALL DISCOUNT INSURANCE AGENCY, INC.

05 JAN 31 PM 4:01

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**ARTICLES OF INCORPORATION
OF
ALL DISCOUNT INSURANCE AGENCY, INC.**

ARTICLE I - NAME

The name of the corporation is All Discount Insurance Agency, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the law of the State of Florida

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 120 shares of Common Stock, par value \$0.01 share.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of this Corporation is 3663 SW 8th St Suite 214; Miami, FL 33135; and the name of the initial registered agent of this Corporation at the address is Jose I. Carrillo, Esq.,

ARTICLE V - INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall

THIS DOCUMENT WAS PREPARED BY: Jose I. Carrillo, Esq.,
3663 SW 8th St Suite 214
Miami, FL 33135
(305) 444-3000
P.R.N. 820733

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never be less than one. The name and address of the initial directors of this Corporation are:

Manuel R. Gurdian
President/Director
7699 Biscayne Blvd.
Miami, FL 33138

Felipe M. Palacio
Vice President/Director
7699 Biscayne Blvd.
Miami, FL 33138

ARTICLE VI - INCORPORATION

The name and address of the person signing these Articles of Incorporation is:

Manuel R. Gurdian
7699 Biscayne Blvd.
Miami, Florida 33138

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify and officer or Director, or any former officer or Director, to the full extent permitted by law.

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation on the date of signing.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.
Date: January 12, 1998.

Manuel Gumbien
7600 Diachne Blvd.
Miami, FL 33132

STATE OF FLORIDA) ss.
COUNTY OF DADE)

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Manuel R. Gurdian, who presented his Driver's License No. G635-556-46-211-0, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the state and county aforesaid, this
12 day of JANUARY, 1935.

Cibola, Colorado
Notary Public, State of Florida
at Large

My Commission Expires:



Harry Pappas, State of Florida
 THIRTY SODAS
 My Comm. Exp. Sept. 7, 1976
 Comm. No. CE 22005

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**CERTIFIED DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

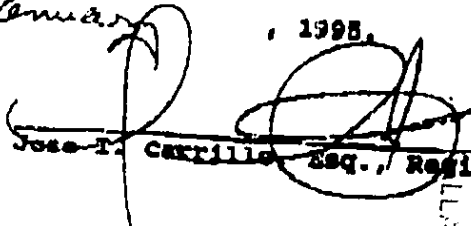
W I T N E S S E T H:

That ALL DISCOUNT INSURANCE AGENCY, INC., desiring to organize under the laws of the State of Florida, has named Jose I. Carrillo as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Dated this 12. day of January, 1995.


Jose I. Carrillo Esq., Registered Agent

LLP/INCORPORATED IN FLORIDA

JAN 31 PM 4:01

1995

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