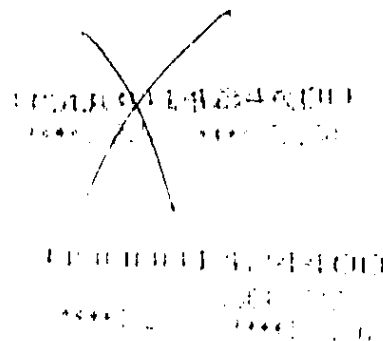


P 95000019587

Corporate Records
Florida Department of State
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32399



Re: Incorporation of CAPACITY INSURANCE AND SURETY GROUP, INC.

Dear Sir or Madam:

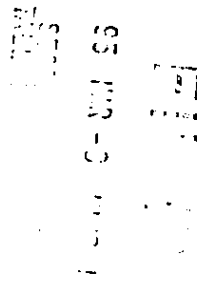
Enclosed is an original and copy of Articles of Incorporation for CAPACITY INSURANCE AND SURETY GROUP, INC., and a check in the amount of \$122.50 representing the following:

| | |
|--|--------------|
| Filing Fee - Articles of Incorporation | \$35.00 |
| Registered Agent Designation of Acceptance | 35.00 |
| Certified Copy | <u>52.50</u> |
| | \$122.50 |

Your immediate attention in filing same and returning the appropriate documents to the undersigned will be greatly appreciated.

Very truly yours,

Norman Friedman
23090 L'Ermitage Circle
Boca Raton, FL 33433



114
3-10-95

ARTICLES OF INCORPORATION
OF
CAPACITY INSURANCE AND SURETY GROUP, INC.
A FLORIDA CORPORATION

FILED
95 MAR -3 1995

The undersigned, acting as Incorporator of CAPACITY INSURANCE AND SURETY GROUP, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is CAPACITY INSURANCE AND SURETY GROUP, INC. and the street address of the initial principal office of the Corporation is 3 Oaks Office Building, 4520 N.E. 18th Avenue, Fort Lauderdale, Florida 33334.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of Ten Dollars (\$10.00) par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3 Oaks Office Building, 4520 N.E. 18th Avenue, Fort Lauderdale, Florida 33334, and the name of the initial Registered Agent of the Corporation at that address is

James M Salerno

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have five (5) Directors to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The names and addresses of the initial Directors of the Corporation are:

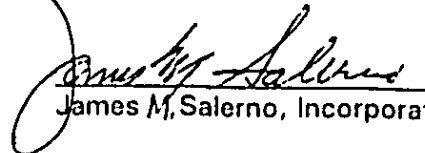
| <u>Name</u> | <u>Address</u> |
|-------------------------|--|
| Robert G. Lull | 3 Oaks Office Building 4520 N.E. 18th Avenue Fort Lauderdale, FL 33334 |
| Mark B. Weinraub | 3 Oaks Office Building 4520 N.E. 18th Avenue Fort Lauderdale, FL 33334 |
| Debra L. Stanton | 3 Oaks Office Building 4520 N.E. 18th Avenue Fort Lauderdale, FL 33334 |
| Donald W. Daves | 3 Oaks Office Building 4520 N.E. 18th Avenue Fort Lauderdale, FL 33334 |
| James <i>M.</i> Salerno | 3 Oaks Office Building 4520 N.E. 18th Avenue Fort Lauderdale, FL 33334 |

ARTICLE VI

INCORPORATOR

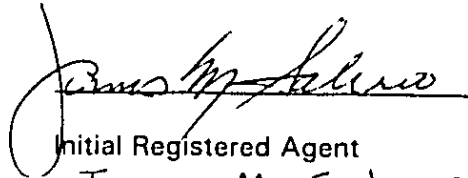
| | |
|-------------------------|--|
| James <i>M.</i> Salerno | 3 Oaks Office Building 4520 N.E. 18th Avenue Fort Lauderdale, FL 33334 |
|-------------------------|--|

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 4 day of March, 1995.


James M. Salerno, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for CAPACITY INSURANCE AND SURETY GROUP, INC., a Florida Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Initial Registered Agent

James M. Salerno

Dated: March 4, 1995

FILED
MAR 8 1995
CLERK OF COURT
JAMES M. SALERNO