



AIB Financial Group, Inc.

OFFICE OF GENERAL COUNSEL

March 14, 1995

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

RE: GOOD DRIVER INSURANCE AGENCY, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of GOOD DRIVER INSURANCE AGENCY, INC., along with a draft in the amount of \$122.50 to the Secretary of State to cover filing fees. Please process same and provide us with a certified copy at your earliest convenience.

Very truly yours,

JORGE A. LOPEZ
General Counsel

BARBARA DARIAS
Legal Assistant

JAL/bd

Enclosure

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4463-21

FILED
95 MAR 20 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GOOD DRIVER INSURANCE AGENCY, INC.**

FILED
MAR 23 1966
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLE I

The name of this corporation is GOOD DRIVER INSURANCE AGENCY, INC.

ARTICLE II

This corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE III

This corporation is organized for the following general purpose: to transact any lawful business for which corporations may be organized under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. To do such other things as are incidental, necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

This corporation is authorized to issue Five Hundred (500) shares of common stock, One Dollar (\$1.00) par value.

ARTICLE V

The street address of the business office of this corporation is:
6443 S.W. 40th Street
Miami, Florida 33155

The name of the initial registered agent of this corporation is: JORGE A. LOPEZ and the initial registered office address is: 2500 N.W. 79th Avenue, Miami, Florida, 33122.

ARTICLE VI

This corporation shall have One (1) director(s) initially. The number of directors may be either increased or decreased from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation shall be: MARIO SUEIRAS, 6443 S.W. 40th Street, Miami, Florida, 33155.

ARTICLE VII

The names and addresses of the persons signing the Articles of Incorporation are: MARIO SUEIRAS, 6443 S.W. 40th Street, Miami, Florida, 33155.

ARTICLE VIII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

This corporation shall have all corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

The corporation shall indemnify and hold any and all officers and directors harmless to the full extent permitted by law.

ARTICLE XI

This corporation reserves the right to amend or repeal any or all provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders as subject to this reservation.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 14 day of March, 1995.



MARIO SUEIRAS/Incorporator

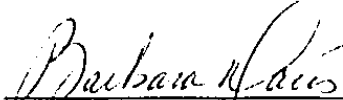
STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared MARIO SUEIRAS, personally known to me and to me well known to be the person who executed the foregoing Certificate of Incorporation of GOOD DRIVER INSURANCE AGENCY, INC., and he has acknowledged before me that he executed the same for the uses and purposes therein expressed.

SWORN TO and SUBSCRIBED before me on this 14 day of March, 1995.



BARBARA DARIAS
NOTARY PUBLIC AT LARGE
State of Florida

My Commission Expires:

gdiai.art



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

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST THAT GOOD DRIVER INSURANCE AGENCY, INC.
(Name of Business Organization)

WITH ITS PLACE OF BUSINESS AT:

HAS NAMED : JORGE A. LOPEZ, ESQ.

LOCATED AT: 2500 N.W. 79th Avenue
Miami, Florida 33122

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


MARIO SUEIRAS/Director

Date: 3/14/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
ALIEN BUSINESS ORGANIZATION, 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.


JORGE A. LOPEZ/Registered Agent

Date: 3/14/98