

P95 000037821

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

DIVISION OF CORPORATIONS

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 MAY 12 AM 11:31

5/12/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>RA</i>	_____	_____	_____

WALK-IN 5:12 12pm
 Will Pick Up

RE: Eclipse Insurance
Underwriters, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS	
FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 12 AM 11:31

ARTICLES OF INCORPORATION
OF
ECLIPSE INSURANCE UNDERWRITERS, INC.

ARTICLE I-NAME

The name of this corporation is ECLIPSE INSURANCE UNDERWRITERS, INC.

ARTICLE II- DURATION

The Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III- PURPOSE

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

ARTICLE IV- CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V- INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the Corporation is 2537 B. N.W. 72nd Avenue, Miami, Florida 33122. The name and address of the initial registered agent Ruben Veliz, 2537 B. N.W 72nd Avenue, Miami, Florida 33122.

ARTICLE VI- BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII- INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) Director. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the Director of this Corporation is:

<u>Name</u>	<u>Address</u>
Ruben Veliz	2537 B. N.W. 72nd Avenue Miami, Florida 33122

ARTICLE VIII- OFFICERS

The officers of the corporation are:

<u>Name</u>	<u>Office</u>
Ruben Veliz	President
Erasmio Andres Guilarte	Secretary

ARTICLE IX- INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Ruben Veliz, 2537 B. N.W 72nd Avenue, Miami, Florida 33122.

ARTICLE XII- AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 10th day of May, 1995.


RUBEN VELIZ
(Incorporator)

STATE OF FLORIDA)

COUNTY OF DADE)

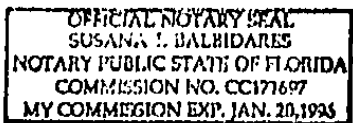
Before me, a Notary Public authorized in the State and County set forth above, personally appeared RUBEN VELIZ known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of ECLIPSE INSURANCE UNDERWRITERS, INC., and he acknowledged before me that 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 10th day of May, 1995.

Susana L. Balhidares

NOTARY PUBLIC, State of Florida

My Commission expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE BY REGISTERED AGENT

95 MAY 12 AM 11:31

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 10th DAY OF MAY, 1995.

x 
RUBEN VELIZ