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12:16 AM

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(((H95000008351))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 322-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000008351))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SAFE INSURANCE OF FLORIDA, INC.
FAX AUDIT NUMBER: H95000008351 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/28/1998 TIME REQUESTED: 12:50:26
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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55 JUL 28 PM 3:43
TALLAHASSEE FLORIDA

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DIVISION OF CORPORATIONS
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TO 19049224000 P.01 FROM 19049224000 12:43 FROM

(C)

**ARTICLES OF INCORPORATION
OF
SAFE INSURANCE OF FLORIDA, INC.**

Oscar Robles, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I

NAME

The name of the corporation is Safe Insurance of Florida, Inc.

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is ONE HUNDRED, all of which shall be common shares having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV

NATURE OF BUSINESS

The nature of business to be conducted by the Corporation is:

1. The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required;
3. To manufacture, purchase, or otherwise acquire and own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind, or description;

Prepared by: Padial & Associates, CPA, P.A.
999 Ponce de Leon Suite 740
Coral Gables, FL 33134
(305) 443-8010
JOSE PADIAL

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4. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and counties;
5. To purchase the corporate assets of any other corporation and to engage in the same or other character of business;
6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the corporate stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or other state or government, and while owner of such stock, to exercise all the right, powers and privileges of ownership, including the right to vote such stock;
7. To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE V

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury shares of the Corporation and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI

REGISTERED OFFICE

The street address of the initial registered office of the Corporation is:

7903 N.W. 2 Street
Miami, Florida 33126

The name of the registered agent at such address is:

Oscar Robles

ARTICLE VII

PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation in the State of Florida is:

7903 N.W. 2 Street
Miami, Florida 33126

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ARTICLE VIII

DIRECTORS

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The names and addresses of the persons who are to serve as members of the initial board of directors are:

NAME	ADDRESS
Oscar Robles	7903 N.W. 2 Street Miami, Florida 33126

ARTICLE IX

INCORPORATORS

NAME	ADDRESS
Oscar Robles	7903 N.W. 2 Street Miami, Florida 33126

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE X

REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER PRE-INCORPORATION EXPENSES, ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporators. The Corporation further authorize it director to reimburse the hereinbefore mentioned incorporators for any and all expenses incurred in the organization and formation of the Corporation. The Directors of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporators shall be reimbursed.

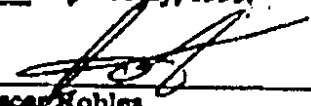
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ARTICLE XI

RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____ day of July, 1995.

X 

Oscar Robles
Subscriber

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CERTIFICATION 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 48.091, Florida Statutes, the following is submitted:

FIRST THAT SAFE INSURANCE OF FLORIDA, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED OSCAR ROBLES, LOCATED AT 7903 NW 2 STREET, CITY OF MIAMI, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

Signature [Signature]
Subscriber [Signature]
Date 07-28-95

Having been to accept service of process for the abovestated 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,

Signature [Signature]
Oscar Robles
Residing Agent
Date 07-28-95

95 JUL 28 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3/06/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

8:39 AM

(((H97000003844 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SAFE INSURANCE OF FLORIDA, INC.
AUDIT NUMBER.....H97000003844
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 3
DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

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Ray Stormont
Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
Safe Insurance of Florida, Inc.

The undersigned, being the President of Safe Insurance of Florida, Inc., hereby adopts the following amendment to the Articles of Incorporation:

- I. The original name of the corporation is Safe Insurance of Florida, Inc.
- II. (A) The following article of the Articles of Incorporation shall be deemed amended by its deletion and in its place and stead the like numbered article set forth in the next paragraph be substituted:

ARTICLE I

NAME

The name of the corporation shall be:

INSURANCE OF FLORIDA, INC.

(B) The following article is hereby adopted in the place and stead of the like numbered article set forth in the next previous paragraph:

Prepared by:

Jordan, Padial & Company, PA
Jose I. Padial, CPA
999 Ponce de Leon Blvd. #715
Coral Gables, FL 33134
(305) 443-8010

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P.02

EMPIRE CORPORATE KIT

MAR-06-1997 08:47

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE 1

NAME

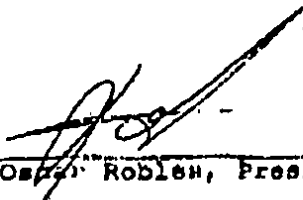
The name of the corporation shall be:

INSURANCE OF FLORIDA, INC.

III. The foregoing amendment was authorized by the shareholders and directors of the corporation through unanimous vote.

The adoption of the new name, Insurance of Florida, Inc. took place on February 27, 1997.

IN WITNESS WHEREOF the Articles of Amendment are hereby executed Oscar Robles, President of SAFE INSURANCE OF FLORIDA, INC. now renamed INSURANCE OF FLORIDA, INC. this 27 day of February, 1997.



Oscar Robles, President

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