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FLORIDA DIVISION OF CORPORATIONS
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(((H96000001617)))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

FROM: CONTINENTAL STAMP & SEAL
8744 SW 133 STREET

MIAMI, FL 33176-5929000

CONTACT: JENNIFER BENSCH
PHONE: (305) 232-2226
FAX: (305) 238-6422

(((H96000001617))) DOCUMENT TYPE: FLORIDA CORPORATION OR P.A.

NAME: AJ DISCOUNT INSURANCE INC.

FAX AUDIT NUMBER: H96000001617	CURRENT STATUS: REQUESTED
DATE REQUESTED: 02-02-96	TIME REQUESTED: 10:30 A.M.
CERTIFIED COPIES: 0	CERTIFICATE OF STATUS: 1
NUMBER OF PAGES: 3	METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: $78.75	ACCOUNT NUMBER: 070253003503

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(((H96000001617)))

FILED
95 FEB -2 PM 12: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000001617

ARTICLES OF INCOPORATION

OF

A J Discount Insurance Inc.

95 FEB -2 PM 12:29

FILED

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: AJ Discount Insurance INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

1876 79 st

Causeway . North Bay Village Fl 33141

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of initial registered agent is:

ISSA S. AJAJ

1016 71 st Apt #6

Miami Beach FL 33141

H96000001617

JENNIFER BENSCH
CONTINENTAL STAMP & SEAL
8744 S.W. 133 STREET
MIAMI, FL 33176-5929
(305) 232-2226

H96000001617

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

* Issa S. AJAJ

1016 71 St Apt #6

Miami Beach FL 33141

The undersigned has(have) executed these Articles of Incorporation this

1 day of Feb, 1996.

X [illegible] President
Signature/Title

Signature/Title

Signature/Title

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: AT Discount Insurance INC

2. The name and address of the registered agent and office is:

ISSA S AJAJ
(NAME)

1016 71 st Apt #6
((P.O. BOX NOT ACCEPTABLE)

Maimi Beach FL 33141
(CITY/STATE/ZIP)

FILED 95 FEB -2 PM 12:29 TALLAHASSEE, FLORIDA

SIGNATURE ______
(corporate officer)

TITLE President

DATE 1-2-1996

HAVING BEEN NAME REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT TO OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE ______

DATE 1-2-1996

H96000001617

P96000010571

James Walker Accounting, Inc.

16115 S.W. 117th Ave. Suite 25A

Miami, Florida 33177

(305) 253-8713

April 27, 1996

Bureau of Corporate Records
PO Box 6327
Tallahassee, FL 32314

RE: A J DISCOUNT INSURANCE, INC.

Gentleman:

Enclosed for filling is an executed original and one copy of the Articles of Amendment to Articles of Incorporation of the above referenced corporation. Enclosed please find a check for $87.50 for the following items:

Filing Fee for Amended Articles of Incorporation	$ 35.00
Fee for certified copy of Articles of Corporation	52.50
	$ 122.50

5/6

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-05/07/96--01135--001
*****87.50 *****87.50

Please return the certified copy to the undersigned.

Very truly yours,

W. Abercrombie

Wray Abercrombie
James Walker Accounting, Inc.
16115 SW 117 Avenue, Suite 25A
Miami, Fl 33177

Enclosures: Original and one copy of Articles of Amendment to Articles of Incorporation

FILED
96 MAY -6 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corespondence ✓
Linda

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
96 MAY -6 PM 1:24
TALLAHASSEE, FLORIDA

A J DISCOUNT INSURANCE, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

Amendment (1)

ARTICLE I NAME shall be amended as follows:

The name of the corporation shall be USA DISCOUNT INSURANCE, INC.

Amendment (2)

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS shall be amended as follows:

ARTICLE IV REGISTERED AGENT

The name and office of the corporation's registered agent shall be

Edward Safouri
14601 SW 124 Place
Miami, FL 33186

Statement of acceptance:

I am familiar with and accept the obligations of the position of Registered Agent.

Signature Edward Safouri

Edward Safouri

Amendment (3)

ARTICLE VI shall be added as follows:

ARTICLE VI DIRECTORS AND OFFICERS

The corporation's directors and officers shall be

Edward Safouri 14601 SW 124 Place Miami FL 33186	President
Samir Moussa 12041 SW 110 Street Circle South Miami FL 33186	Secretary

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:
N/A

THIRD: The date of each amendment's adoption: Amendments (1), (2) and (3) April 30, 1996.

FOURTH: Adoption of Amendment(s) **(CHECK ONE)**

[X] The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

[ ] The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by ______________________________."
voting group

[ ] The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

[ ] The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this date 30th of April , 1996 .

Signature Edward Safouri, Pres.
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Edward Safouri
Typed or printed name

President
Title