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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

400001734984  
-03/07/96--01006--005  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: ALLSTAR DISCOUNT INSURANCE INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM:

DUMACK HEDDITCH

Name (printed or typed)

1251 NE. 214 St.

Address

NORTH MIAMI BEACH FL 33179

City, State & Zip

(305) 651-5725

Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 MAR -6 AM 8:15

FILED

NOTE: Please provide the original and one copy of the articles.

SAB  
3/8/96

FILED

96 MAR -6 AM 8:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
FOR  
ALLSTAR DISCOUNT INSURANCE INC.**

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:

ALLSTAR DISCOUNT INSURANCE INC.

**ARTICLE II PRINCIPAL OFFICE**

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

mailing address: P.O. BOX 69-4205  
MIAMI, FL 33269-1205

**ARTICLE III SHARES**

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

One thousand shares of common stock with a par value of one dollar per share.

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

DUMACK HEDDITCH  
1251 N.E. 214 STREET  
NORTH MIAMI BEACH, FL 33179

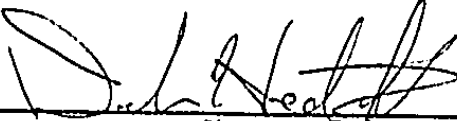
**ARTICLE V INCORPORATOR(S)**

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

DUMACK HEDDITCH  
1251 N.E. 214 STREET  
NORTH MIAMI BEACH, FL 33179

RAYMONDE DUCTAN  
570 NW 110 STREET  
MIAMI, FL 33168

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 1st day of March, 1998.

  
\_\_\_\_\_  
Signature

  
\_\_\_\_\_  
Signature

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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:

ALLSTAR DISCOUNT INSURANCE INC.

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

DUMACK HEDDITCH  
1251 N.E. 214 STREET  
NORTH MIAMI BEACH, FL 33179

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Having been made as 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 the obligations of my position as registered agent.

  
\_\_\_\_\_  
Signature

3-1-96  
\_\_\_\_\_  
Date