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TO: DIVISION OF CORPORATIONS FROM: MURAI, WALD, BIONDO, MORENO, P.A.

DEPARTMENT OF STATE

25 SE 2ND AVE

STATE OF FLORIDA

SUITE 900

409 EAST GAINES STREET

MIAMI FL 33131-

TALLAHASSEE, FL 32399

CONTACT: NIURKA ALONSO

FAX: (904) 922-4000

PHONE: (305) 358-5900

FAX: (305) 358-7490

(((H96000004888))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CREATIVE UNDERWRITERS, INC.

FAX AUDIT NUMBER: H96000004888

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/04/1996

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FILED  
96 APR -4 PM 5:37  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

DIVISION OF CORPORATIONS

96 APR -4 PM 4:28

(H96000004880)

ARTICLES OF INCORPORATION  
OF  
CREATIVE UNDERWRITERS, INC.

FILED  
SS 43-4 PM 5:17  
TALLAHASSEE, FLA.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is CREATIVE UNDERWRITERS, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00

This Instrument Prepared by:  
Rene V. Murai, Esq.  
Murai, Wald, Biondo & Moreno, P.A.  
25 S.E. 2nd Ave., #900  
Miami, Florida 33145  
Florida Bar No.: 122154

(H96000004888)

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per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT AND  
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address of the initial registered office of the corporation in the State of Florida is 25 S.E. 2nd Ave., Suite 900, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Murai, Wald, Biondo & Moreno, P.A.. The Principal Office and/or mailing address will be 3915 Biscayne Boulevard, 4th Floor, Miami, Florida 33137.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

The name and street address of the initial director is:

Roberto Espin, Jr.  
Appco Finance Corp.  
3915 Biscayne Boulevard  
4th Floor  
Miami, Florida 33137

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ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Murai, Wald, Blondo & Moreno, P.A.  
25 S.E. 2nd Ave. #900  
Miami, Florida 33131

ARTICLE VIII

BYLAWS

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

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

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IN WITNESS WHEREOF, the undersigned incorporator has executed  
these Articles of Incorporation this 4th day of April, 1996.

Murai, Wald, Biondo & Moreno, P.A.

By: *[Signature]*

René V. Murai, President  
Incorporator

STATE OF FLORIDA )

) ss:

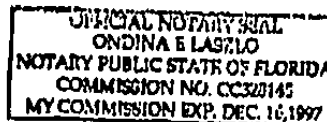
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 4th  
day of April, 1996 by RENE V. MURAI as President of Murai,  
Wald, Biondo & Moreno, P.A., the Incorporator of CREATIVE  
UNDERWRITERS, INC. who is (X) personally known to me or ( ) has  
produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

*[Signature]*  
Print Name: Ondina E. Laszlo

My Commission Expires:



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CERTIFICATE OF REGISTERED AGENT  
OF  
CREATIVE UNDERWRITERS, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That CREATIVE UNDERWRITERS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Murai, Wald, Biondo & Moreno, P.A., located at 25 S.E. 2nd Ave., Suite 900, Miami, Florida 33131, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, we hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 4<sup>th</sup> day of April 1996.

Murai, Wald, Biondo & Moreno, P.A.

By: [Signature]  
Rene V. Murai, President

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86 APR -4 PM 5:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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5/13/96  
11:05 AM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
MORENO, P.A.

FROM: MURAI, WALD, BIONDO,

DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

25 SE 2ND AVE  
SUITE 900  
MIAMI FL 33131-

FAX: (904) 922-4000

CONTACT: NIURKA ALONSO  
PHONE: (305) 358-5900  
FAX: (305) 358-9490

((H96000006728))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: CREATIVE UNDERWRITERS, INC.

FAX AUDIT NUMBER: H96000006728

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/13/1996

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CERTIFICATE OF STATUS: 0

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96 MAY 13 AM 11:52  
DIVISION OF CORPORATIONS

Corporation  
Gunda

FILED  
96 MAY 13 PM 12:54  
SECRETARY  
STATE  
TALLAHASSEE, FLORIDA

(H96000006728)

FILED

26 MAY 13 PM 12:54

ARTICLES OF AMENDMENT OF  
THE ARTICLES OF INCORPORATION OF  
CREATIVE UNDERWRITERS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is CREATIVE UNDERWRITERS, INC., a Florida corporation, filed in Tallahassee on April 4, 1996, under Document Number P96000029939.

2. Article I of the Articles of Incorporation of CREATIVE UNDERWRITERS, INC. is hereby amended by deleting it in its entirety and replacing it with the following:

"ARTICLE I

The name of the corporation is: PREMIER UNDERWRITERS, INC."

3. This Amendment is made by the incorporator. The shares of the Corporation have not been issued and therefore no shareholder action is required to adopt this amendment.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 9th day of May, 1996.

Murai, Wald, Biondo &  
Moreno, P.A.

By: [Signature]

Rene V. Murai, President  
Incorporator

STATE OF FLORIDA )  
 ) SS  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 9th day of May, 1996, by RENE V. MURAI, President of MURAI, WALD, BIONDO & MORENO, P.A., a Florida professional corporation, on behalf of the corporation. This person (X) is personally known to me or ( ) has produced \_\_\_\_\_ as identification.

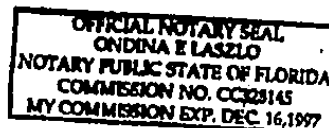
NOTARY PUBLIC

Print Name: Ordina E. Laszlo

My Commission Expires:

G:\RVW\CREATIVE.AND

This Instrument was Prepared By:  
Rene V. Murai, Esq.  
Murai, Wald, Biondo & Moreno, P.A.  
25 S.E. 2nd Ave., #900  
Miami, Florida 33131  
FLORIDA BAR NO.: 122154



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