

M.R.GENERAL SERVICES GROUP CORP

2093 SW 1 ST STREET · MIAMI · 305-644-9333 · FAX: 305-541-0985

May 15, 1996

P96000044074

SANDRA B. MORTHAN
SECRETARY OF STATE
FLORIDA DEPARTMENT STATE...DIVISION OF CORPORATIONS

P.O.BOX 6327
TALLAHASSEE, FLORIDA 32314

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Dear :Secretary

Please send back to us those articles of incorporation of ADVANTAGE INSURANCE OF AMERICA GROUP INC, in order to we can complete the incorporation kid for this company.

If you should have any question please call us,

MAY 23 1996

BSB

Sincerely,

MANUEL RICHARDSON
GENERAL MANAGER

FILED
96 MAY 17 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ADVANTAGE INSURANCE OF AMERICAS II GROUP INC.

FILED
96 MAY 17 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned ssuscriberto these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1-NAME

ADVANTAGE INSURANCE OF AMERICAS II GROUP INC.

ARTICLE 2- PURPOSE OF CORPORATION

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

ARTICLE 3- PRINCIPAL OFFICE

The address of the principal office of the corporation is 4007 Northwest 7th Street Miami, Florida 33126 and the mailing address is the same.

ARTICLE 4- INCORPORATORS

The name and street address of the incorporator of this corporation is:

JACQUELINE BATISTA
4007 Northwest 7th street
MIAMI, Florida 33126

ARTICLE 5 - PRESIDENT

The initial President of the corporation shall be JACQUELINE BATISTA whose address shall be the sam same as the principal office of the corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED(7,500) shares of common stock, each share having the part value of ONE DOLLAR (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible security of any nature; provided, however, that the board of directors may, in authorizing the issuance of share of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of director of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

ARTICLE 7 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLES 8 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 9 -TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notices thereof.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this corporation is Andres Perozo
2550 NW 72 Ave, Suite # 309 Miami, Florida 33122

ARTICLES 11 -BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of number of Directors equal to a majority of the number who would constitute a full Board of Director at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

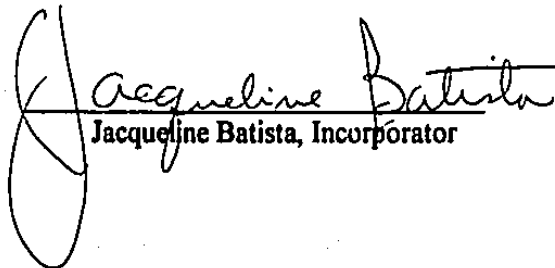
ARTICLES 12 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLES 13 -AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or provision contained in these Articles of Incorporation, or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all right conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.


IN WITNESS WHEREOF, I have hereunto set my hand and seal,acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 08 day of April, 1996


Jacqueline Batista, Incorporator

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

FILED
96 MAY 17 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Andres Perozo and having been designated as Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Andres Perozo