

(SAMPLE LETTER OF TRANSMITTAL)

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(Name of Corporation)

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Montgomery Gonzalez

Individual's Name:

(Name of Corporation)

SAB
6/26/96

ARTICLES OF INCORPORATION

of

PANTHERS INSURANCE Agency, INC.
(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

PANTHERS INSURANCE Agency, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS <i>547 E. 9th STREET</i>		
CITY <i>UNION</i>	FLORIDA	ZIP <i>33010</i>

Mailing address, if different

STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME <i>ROSEMARY GONZALEZ</i>		
ADDRESS <i>621 W 39th PLACE</i>		
CITY <i>UNION</i>	FLORIDA	ZIP <i>33012</i>

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have five directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

NAME	Lynn Anderson		
ADDRESS	1000 W 27th Street		
CITY	Ship Cove	STATE	FL ZIP 33012
NAME	Rosmary Cox		
ADDRESS	621 W 37th Place		
CITY	Hecklev	STATE	FL ZIP 33012
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	JUDY LAMBERT		
ADDRESS	1173 W 29th STREET		
CITY	MIAMI	STATE	FL ZIP 33012
NAME	ROSEMARY GONZALEZ		
ADDRESS	621 W 39th Place		
CITY	MIAMI	STATE	FL ZIP 33012
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 21
day of JUNE, 1996.

_____ (Signature)

_____ (Signature)

_____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PANTHERS Insurance Agency, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 547 E. 9th Street
Miami, FL 33130

has named PANTHERS Insurance Agency, Inc. *Rosemary*
Becker
located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named 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.

Rosemary Becker
(Signature)

6/21/96
(Date)