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ANN ARBOR MI 48107
14-232 71
104-21 193 FAX

800-31-8016

P9600056632



PREMIER HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 010700 4312129

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

ORDER DATE : July 5, 1996

ORDER TIME : 9:18 AM

ORDER NO. : 010700

CUSTOMER NO: 4312129

400001884924
-07/05/96--01035--022
*****122.50 *****122.50

CUSTOMER: Ms. Kathy H. Griffin
DICKENSON, MURDOCK, REX, &
SLOAN ESQ.
980 North Federal Highway
Suite 410
Boca Raton, FL 33432

DOMESTIC FILING

NAME: GROUP ASSURANCE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

gf 7/5/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -5 AM 10:32
95 JUL -5 AM 10:04
RECEIVED
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
GROUP ASSURANCE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -5 AM 10:32

ARTICLE I.

NAME

The name of the Corporation is: GROUP ASSURANCE, INC..

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

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

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 350 Camino Gardens Boulevard, Suite 105, Boca Raton, Florida 33432.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 350 Camino Gardens Boulevard, Suite 105, Boca Raton, Florida 33432, and the name of the initial registered agent of this Corporation at that address is James Mulhall.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially.

The number of directors may be increased or decreased from time to time by the By-

Laws. The name and address of the initial directors are:

VINCENT E. MULHALL
350 Camino Gardens Boulevard
Suite 105
Boca Raton, Florida 33432

JAMES MULHALL
350 Camino Gardens Boulevard
Suite 105
Boca Raton, Florida 33432

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

JAMES MULHALL
350 Camino Gardens Boulevard
Suite 105
Boca Raton, Florida 33432

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent as provided by law.

ARTICLE XII.

INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of JULY, 1996.

James Mulhall
JAMES MULHALL

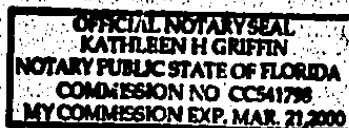
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of JULY, 1996, by JAMES MULHALL. He is personally known to me, or X produced drivers license as identification.

Kathleen H. Griffin
NOTARY PUBLIC, State of Florida

[SEAL]



Printed Name of Notary/Serial Number

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of GROUP ASSURANCE, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date:

7/3/96

James Mulhall
JAMES MULHALL

Box2\m\mulhall\groupass.inc.articles
07/02/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -5 AM 10:32