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PREMIER HALL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032101 OF CORPORATION

REFERENCE : 025784 6258A

AUTHORIZATION :

COST LIMIT : \$70⁰⁰

Patricia Pizzit

ORDER DATE : July 19, 1996

ORDER TIME : 12:06 PM

800001900128

ORDER NO. : 025784

CUSTOMER NO: 6258A

100921899861

CUSTOMER: Ms. Virginia W. Egan
BOND SCHOENECK & KING, P.A.

Suite 107
1167 Third Street South
Naples, FL 339407098

DOMESTIC FILING

NAME: B-R INSURANCE BROKERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

cf 7/22/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 19 AM 11:24

**ARTICLES OF INCORPORATION
OF
B- R INSURANCE BROKERS, INC**

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Article 1. Name

The name of the Corporation is

B-R INSURANCE BROKERS, INC.

Article 2. Duration

The duration of the Corporation is perpetual.

Article 3. Purposes

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Principal Office and Mailing Address

The principal place of business of the Corporation is at 1167 Third St. South, Suite 107, Naples, FL, 34102. The mailing address of the Corporation is 16 Jay Street, New York, NY, 10013.

Article 5. Initial Registered Office and Agent

The initial registered office of the Corporation is Bond, Schoeneck and King, P.A., 1167 Third Street South, Suite 107, Naples, Florida, 33940. The name of the initial registered agent at that address is David N. Sexton, Esq.

Article 6. Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 7. Initial Board of Directors

The initial board of directors shall consist of three (3) members. The names and addresses of the initial directors of the Corporation are:

James A. Carroll	16 Jay Street New York, NY 10013
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Randolph Rowland	103 Harbor Road Shelburne, VT 05482
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Arnol B. Kaplan	16 Jay Street New York, NY 10013
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Article 8. Incorporator

The name and address of the Incorporator is:

David N. Sexton, Esq. Bond, Schoeneck & King, PA	1167 Third Street South, Suite 107 Naples, FL 34102
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Article 9. Commencement of Existence

The Corporation's existence shall commence on upon the filing of these Articles of Incorporation with the Florida Secretary of State.

Article 10. Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

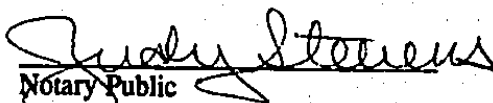
In Witness Whereof, the undersigned has signed these Articles of Incorporation on this 18th day of July, 1996.



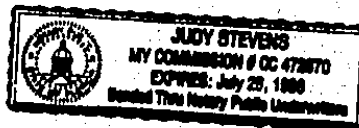
David N. Sexton, Esq

STATE OF FLORIDA :
COLLIER COUNTY : ss.:

The foregoing instrument was acknowledged before me this 18th day of July, 1996, by DAVID N. SEXTON, who is personally known to me and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.


Notary Public

My Commission Expires:



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DIVISION OF CORPORATIONS
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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of B-R INSURANCE BROKERS, INC. , which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of such a position.

DATED this 18th day of July, 1996.


David N. Sexton, Esq.
Registered Agent