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Law Office of
SHERMAN & CASTRO
218 ALMIRIA AVENUE
CORAL GABLES, FLORIDA 33134

Telephone (305) 448-5898

Telefax (305) 445-4458

August 26, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

EFFECTIVE DATE
8-26-96

60000193876E
-08/28/96 -01001 -012
****122.50 ****122.50

Re: FIRST INSURANCE CORPORATION

To Whom It may Concern:

In reference to the above captioned, enclosed is an original and one copy of the Articles of Incorporation for filing. Also enclosed is a check in the sum of \$122.50 to cover your fee for same. Please forward a copy of the filed Articles of this corporation to the undersigned at your earliest convenience.

Thank you for your attention to this matter. Should you have any questions regarding the foregoing, please contact me.

Sincerely,



BARBARA SANJURJO
LEGAL ASSISTANT

TGS:BS
ENCLS.

FILED
56 AUG 27 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL AUG 29 1996

EXPIRATION DATE
8-26-96

ARTICLES OF INCORPORATION
OF
FIRST INSURANCE CORPORATION

FILED
95 AUG 27 PM 3:46
TALLAHASSEE, FLORIDA

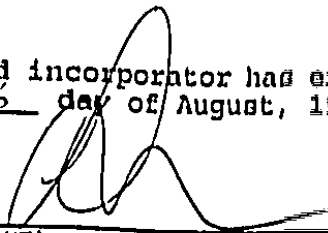
The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is FIRST INSURANCE CORPORATION (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is 9240 SW 72ND STREET, MIAMI, FLORIDA 33173.
- THIRD:** The corporation is authorized to issues 1,000 shares of common stock, par value \$.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Sherman & Castro, Thomas G. Sherman, Esquire, 218 Almeria Avenue, Coral Gables, Florida 33134.
- FIFTH:** The name and address of the incorporator of the Corporation is: Thomas G. Sherman, 218 Almeria Avenue, Coral Gables, Florida 33134.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The names and addresses of the initial directors and Officers of the Corporation are:
1. Jorge Picaza: Director/President/Secretary
575 Crandon Boulevard, Apartment 903, Key Biscayne,
Florida 33149
 2. Raul Benitez: Director/Vice President/Treasurer
9240 SW 72nd Street, Suite 100, Miami,
Florida 33173
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

TENTH: The corporate existence of the Corporation shall commence on August 26, 1996.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of August, 1996.

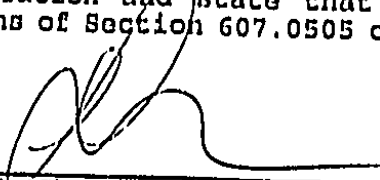


Thomas G. Sherman, Esq. Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

FILED
96 AUG 27 PM 3:46
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Thomas G. Sherman, Esq.