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TALLAHASSEE, FLORIDA

10/07/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000014094 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: RUDEN, MCCLOSKY, SMITH, SCHUSTER & RUSSELL,
CONTACT: ANNE MARIE LA PERLA
PHONE: (954)527-6221

ACCT#: 076077000521

FAX #: (954)764-4996

NAME: MARQUIS ACQUISITION, INC.

AUDIT NUMBER.....H96000014094

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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TALLAHASSEE, FLORIDA

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96 OCT -8 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MARQUIS ACQUISITION, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

Marquis Acquisition, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is 1112 Weston Road, Suite 121, Fort Lauderdale, Florida 33326.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 200 East Broward Boulevard, 15th Floor, Ft. Lauderdale, Florida 33301 and the initial registered agent of this Corporation at that address shall be David K. Blattner.

#96000014094

FTL:179735:1

Prepared by:

David K. Blanner, Esq., FL Bar #0767387
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

W96000014094

**ARTICLE V
INCORPORATOR**

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

David K. Blattner
200 East Broward Boulevard, 15th Floor
Ft. Lauderdale, Florida 33301

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 7th day of October, 1996.



David K. Blattner, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.



David K. Blattner, Registered Agent

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96 OCT -8 AM 9:27
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TALLAHASSEE, FLORIDA

W96000014094

Prepared by: David K. Blattner, Esq., FL Bar #0767387
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

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3/07/97

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TO: DIVISION OF CORPORATIONS

FAX #: (954)933-6000

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
CONTACT: ANNE MARIE LA PERLA
PHONE: (954)527-6221

ACCTS: 076077000821

FAX #: (954)766-6996

NAME: MARQUIS ACQUISITION, INC.
AUDIT NUMBER.....M97000002326
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 2
DEL.METHOD.. FAX
EST.CHARGE.. \$87.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

THE STATE OF FLORIDA
DO HEREBY CERTIFY THAT
THESE ARTICLES OF INCORPORATION
WERE FILED FOR RECORD IN THE
OFFICE OF THE CLERK OF THE
COURT IN THE COUNTY OF
DADE, FLORIDA, ON THIS _____ DAY OF _____, 19__.

The following provisions of the articles of incorporation of *Atlantic Telephone, Inc.*, a Florida corporation, incorporated under the laws of the State of Florida, Chapter 607, Florida Statutes, are hereby amended to read as follows:

Article _____ of the articles of incorporation of *Atlantic Telephone, Inc.* is hereby amended to read as follows:

Section _____

ARTICLE _____

The name of the Corporation shall be

Atlantic Telephone, Inc.

The foregoing amendment was adopted by a majority of the Board of Directors and all the Directors of this Corporation, as of January _____, 19__.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of January _____, 19__.

By: 
P. James Dornan, President

Prepared by: David K. Blum, Esq., FL Bar #0767367
Raden McClosky, III, P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6680

W97000002326

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SENT BY:

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4/07/97

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((#97000008646 9))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000921
CONTACT: MICHELE GRABASCH FAX #: (954)764-4996
PHONE: (954)761-2910

NAME: CASTLE INSURANCE, INC.
AUDIT NUMBER.....#97000008646
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 2
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$87.50

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TALLAHASSEE, FLORIDA

SENT BY:

: 4- 7-97 : 3:20PM :

05470440000- Department of State# 2

097000005646

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CASTLE INSURANCE, INC.

The following provision of the Articles of Incorporation of Castle Insurance, Inc., a Florida corporation ("Corporation"), filed with the Department of State on October 8, 1996, Charter Number P96000082710, be, and it is hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

Castle Insurance Management, Inc.

The foregoing amendment was adopted by a Corporate Action by the sole Shareholder and all the Directors of this Corporation, as of March 29, 1997.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of March 29, 1997.

By:


P. James Donnelly, President

FILED
97 APR - 7 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: David K. Blattner, Esq., FL Bar #0767387
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

SENT BY: RUDEN MCCLOSKEY

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P96 000082710

2/07/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

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((H9700002326 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
CONTACT: ANNE MARIE LA PERLA
PHONE: (954)527-6221

ACCT#: 076077000521

FAX #: (954)764-4996

NAME: MARQUIS ACQUISITION, INC.
AUDIT NUMBER.....H9700002326
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 2
DEL.METHOD.. FAX
EST.CHARGE.. \$87.50

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

#97000002326

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MARQUIS ACQUISITION, INC.

FILED
97 FEB -7 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provision of the Articles of Incorporation of Marquis Acquisition, Inc., a Florida corporation ("Corporation"), filed with the Department of State on October 8, 1996, Charter Number P96000082710, bc, and it is hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

Castle Insurance, Inc.

The foregoing amendment was adopted by a Corporate Action by the sole Shareholder and all the Directors of this Corporation, as of January 4, 1997.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of January 4, 1997.

By:


P. James Donnelly, President

Prepared by:

David K. Blatner, Esq., FL Bar #0767387
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

#97000002326