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October 29, 1996

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 MONICA A. LASBETER
 PAT GRIFFITH O'CONNELL
 E. CLINT SHAWLEY
 GERALD C. WESTER
 (NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR
 J. ANDREW KELLER, III, C.P.A.

Division of Corporations
 Florida Department of State
 409 East Gaines Street
 Tallahassee, Florida 32399

Via Hand Delivery

RE: St. James Premium Finance Company

200001989862--4
 -10/30/96--01009--011
 ****131.25 ****131.25

Dear Division of Corporations:

Enclosed for filing please find an original and a copy of the Articles of Incorporation and a Certificate of Designation of a Registered Agent/Office for St. James Premium Finance Company.

Please file the Articles and Certificate, certify one copy, and provide a certificate of good standing, and return the certified copy and the certificate of good standing to me.

I have enclosed a check in the amount of \$131.25 for the filing and certification fees. Our messenger will return tomorrow to pick up the certified copy and certificate of good standing.

Please call me if you have any questions or require additional information. Thank you for your assistance in this matter.

Very truly yours,

Jessica J. Ferreri

Jessica J. Ferreri
 Assistant to Mark E. Kaplan

FILED

4 OCT 29 1996
 ENCLOSURES

10 OCT 29 1996

**ARTICLES OF INCORPORATION
OF
ST. JAMES PREMIUM FINANCE COMPANY**

FILED
65 OCT 23 PM 4:15
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

**ARTICLE I
Name and Address**

The name of the Corporation shall be St. James Premium Finance Company. Its principal office shall be located at 330 Biscayne Boulevard, Suite 817, Miami, Florida 33132.

**ARTICLE II
Nature of Business**

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

**ARTICLE III
Stock**

The authorized capital stock of the Corporation shall consist of 1,000 shares of a single class of Common Stock with par value of \$0.01 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV
Preemptive Rights**

The Corporation elects to have preemptive rights as follows:

A. The shareholders of the Corporation shall have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue them.

B. A shareholder may waive his preemptive right. A waiver evidenced by a writing is irrevocable whether or not supported by consideration.

C. The Corporation specifically elects to have preemptive rights with respect to:

1. Shares issued as compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

3. Shares authorized in these Articles of Incorporation that are issued within six months from the effective date of incorporation; and

4. Shares issued otherwise than for money.

D. Holders of shares of any class or series without general voting rights but with preferential rights to distributions or assets shall have no preemptive rights with respect to shares of any class.

E. Holders of shares of any class or series with general voting rights but without preferential rights to distributions or assets have no preemptive rights with respect to shares of any class with preferential rights to distributions or assets unless the shares with preferential rights are convertible into or carry a right to subscribe for or acquire shares without preferential rights.

F. Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of one year after being offered to shareholders at a consideration set by the Board of Directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of one year is subject to the shareholders' preemptive rights.

ARTICLE V **Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

Nasim A. Rahman
330 Biscayne Boulevard, Suite 817
Miami, Florida 33132

ARTICLE VI **Term of Corporate Existence**

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII
Address of Registered Office and Registered Agent

The address of the initial registered office of the Corporation in the State of Florida shall be 330 Biscayne Boulevard, Suite 817, Miami, Florida 33132. The name of the initial registered agent of the Corporation at the above address is Nasim A. Rahman. The Board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

ARTICLE VIII
Board of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of not less than one (1) or more than six (6) Directors. The Board shall initially have two (2) seats. The size of the Board may be altered only by an affirmative vote of at least seventy-five percent (75%) of the outstanding shares of voting stock of the Corporation, either by amendment to these Articles or amendment of the Bylaws.

ARTICLE IX
Initial Directors

The initial Directors of the Corporation shall be: Abdullah Dahlawi and Ghassan Dahlawi. The address of each is 330 Biscayne Boulevard, Suite 817, Miami, Florida 33132.

ARTICLE X
**Transactions In Which Directors
Or Officers Are Interested**

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

ARTICLE XI
Indemnification of Directors and Officers

The Corporation may indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

ARTICLE XII
Amendment

These Articles of Incorporation may be amended only by an affirmative vote of at least seventy-five percent (75%) of all outstanding shares of voting stock of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his hand and seal this 28 day of October, 1996.

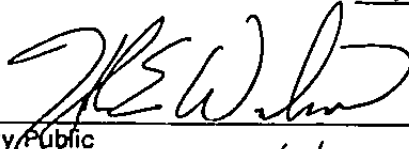


Nasim A. Rahman

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Nasim A. Rahman, for the purpose of lawfully executing these Articles of Incorporation, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 28th day of October, 1996.



Notary Public

My commission expires. 1/11/2000

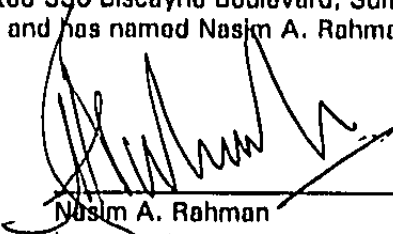


HUGH EDWARD WIEDMAN
COMMISSION # CC 524170
EXPIRES JAN 11, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

ST. JAMES PREMIUM FINANCE COMPANY
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

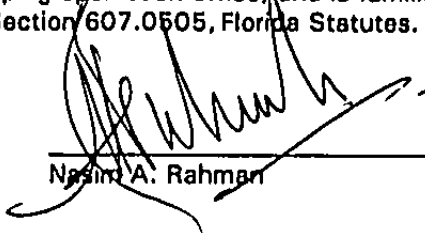
St. James Premium Finance Company, desiring to organize as a corporation under the laws of the State of Florida, has designated 330 Biscayne Boulevard, Suite 817, Miami, Florida 33132, as its Initial Registered Office and has named Nasim A. Rahman, located at that address as its Initial Registered Agent.



Nasim A. Rahman
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for St. James Premium Finance Company at the place designated in its Articles of Incorporation, the undersigned, Nasim A. Rahman, agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.



Nasim A. Rahman

STATE OF FLORIDA
COUNTY OF DADE

The foregoing Acceptance of Registered Agent for St. James Premium Finance Company was acknowledged before me this 28th day of October, 1996, by Nasim A. Rahman, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.



Notary Public
My Commission Expires: 1/11/2000

