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TALLAHASSEE, FL 32301-2607
904-222-0393
904-222-0393 FAX

800-342-8086



PRENTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 154984 80690A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 14, 1996

ORDER TIME : 10:20 AM

ORDER NO. : 154984-005

CUSTOMER NO: 80690A

CUSTOMER: Ms. Debora Uria
BREIER AND SEIF, P.A.

Gables Tower One, Suite 830
1320 South Dixie Highway
Coral Gables, FL 33146-2986

8000002004788--4
-11/14/96--01078--018
***122.50 ***122.50

DOMESTIC FILING

NAME: HARBER PREMIER PRODUCTS, 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: Deborah Schroder

EXAMINER'S INITIALS:

FILED
96 NOV 14 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV 14 AM 11:24
DIVISION OF CORPORATION

11-15-96
RL

FILED
96 NOV 16 PM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HARBER PREMIER PRODUCTS, INC.

ARTICLE I - NAME

The name of this corporation is:

HARBER PREMIER PRODUCTS, INC.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes:

- (a) To engage in all aspects of the sale and management of all types of insurance products.
- (b) To purchase, lease, exchange, hire, or otherwise acquire lands or any interest therein, wherever situated; to erect, construct, rebuild, enlarge, alter, improve, maintain, manage, and operate any lands owned or leased by the corporation, or upon any other, houses, structures, buildings, or other works of any description on lands;

to sell, lease, sublet, mortgage, exchange, or otherwise dispose of any lands or any interest therein, or any houses, structures, buildings, or other works owned, leased, managed or controlled by the corporation; to engage generally in the real estate business, as principal, agent, broker, or otherwise, and generally to buy, sell, lease, mortgage, exchange, manage, operate, and deal in lands or interests in lands, houses, structures, buildings, or other works; and to purchase, acquire, hold, exchange, pledge, hypothecate, sell, deal in, deal with, and dispose of tax liens, transfers of tax liens, and other interests in real estate.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(I) To exercise all powers convenient, incident to, or necessary in the proper conduct of its business, which are granted to corporations for profit under the laws of the State of Florida either by the terms of this charter or by virtue of the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share; all shares shall be paid in lawful money of the United States of America or in property, labor or services; where said stock is paid for by property, labor or services, the just value thereof shall be fixed by the Board of Directors of the corporation in the manner provided for by the laws of the State of Florida.

ARTICLE IV - DURATION

This corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1320 South Dixie Highway, Suite 830, Coral Gables, Florida 33146, and the name of the initial registered agent of this corporation at that address is EVAN D. SEIF.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than two. The names and addresses of the initial directors of this corporation are:

WALTER L. HARRIS

1111 Park Centre Blvd., Suite 222
Miami, Florida 33169

EFRAIN JOVE

1111 Park Centre Blvd., Suite 222
Miami, Florida 33169

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

EVAN D. SEIF

1320 South Dixie Highway - Suite 830
Coral Gables, Florida 33146

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions

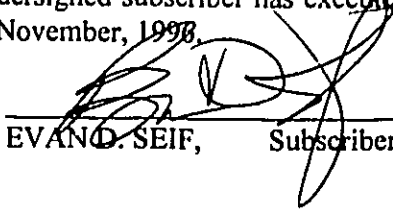
contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INITIAL CORPORATION ADDRESS

The initial office address of the corporation is:

1111 Park Centre Boulevard, Suite 222
Miami, Florida 33169

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13 day of November, 1996.

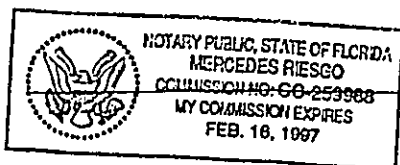

EVAN D. SEIF, Subscriber

STATE OF FLORIDA)
)
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared, EVAN D. SEIF, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13 day of November, 1996.

My Commission Expires:



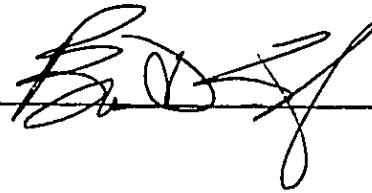

NOTARY PUBLIC, State of Florida at Large

Printed Name

Of Notary: MERCEDES RIESGO

Having been named to accept service of process for the above named corporation, at place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By: _____

A handwritten signature in black ink, appearing to be "B. D. J.", written over a horizontal line.

KACLIENTS.G-NHARBER.PREAGREEMENTSART-INC.FRM

**CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, the following is
submitted, in compliance with said Act:

FIRST - That HARBER PREMIER PRODUCTS, INC. qualified to do business
under the laws of the State of Florida with its principal office at 1111 Park Centre
Boulevard, Suite 222, Miami, Florida, County of Dade, State of Florida , has
appointed Evan D. Seif, Esq., located at 1320 South Dixie Highway, Suite 830, Coral
Gables, County of Dade, State of Florida, as its agent to accept Service of Process
within this State.

ACKNOWLEDGMENT
(must be signed by Designated Agent)

Having been named to accept Service of Process for the above stated
corporation, at place designated in this certificate, I hereby accept to act in this
capacity, and agree to comply with the provision of said Act relative to keeping open
said office.

By: 

REGISTERED AGENT

FILED
96 NOV 14 PM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA