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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE

Patricia Payne
178987-005

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : December 6, 1996

ORDER TIME : 12:53 PM

ORDER NO. : 178987-005

CUSTOMER NO: 7114369

CUSTOMER: Robert Sandler, Esq
APLUS DISCOUNT INSURANCE, INC.

3201 North Federal Highway

Fort Lauderdale, FL 33306

600002022866--8

DOMESTIC FILING

NAME: DISCOUNT INSURANCE USA, 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

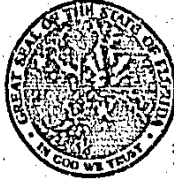
CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

FILED
96 DEC -6 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC -6 PM 2:21
DIVISION OF CORPORATION

TH
12-9-96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 27, 1996

CSC NETOWRKS

The name DISCOUNT INSURANCE USA, INC. has been reserved for 120 days beginning November 27, 1996. The reservation number is R96000005647 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 396A00053740

ARTICLES OF INCORPORATION

OF

DISCOUNT INSURANCE USA, INC.

FILED
96 DEC -6 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Discount Insurance USA, Inc.

SECOND: The address, wherever located, of the principal office of the corporation is 3201 North Federal Highway, Fort Lauderdale, Florida 33306.

THIRD: The mailing address of the corporation is 3201 North Federal Highway, Fort Lauderdale, Florida 33306.

FORTH: The number of shares that the corporation is authorized to issue is 1,000, all of which are without par value, and are of the same class, and are to be common shares with cumulative voting.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is 3201 North Federal Highway, Fort Lauderdale, Florida 33306.

The name of the initial registered agent of the corporation at the said registered office is Robert A. Sandler.

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and address of the incorporator is: Robert A. Sandler, 3201 North Federal Highway, Fort Lauderdale, Florida 33306.

SEVENTH: The purpose for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to

indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.


TENTH. Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on December 3, 1996


Robert A. Sandler, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: December 3, 1996


Robert A. Sandler, Registered Agent

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