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SECRETARY OF STATE
CORPORATION DIVISION
THE CAPITOL
TALLAHASSEE, FL. 32301

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*****79.00 *****79.00

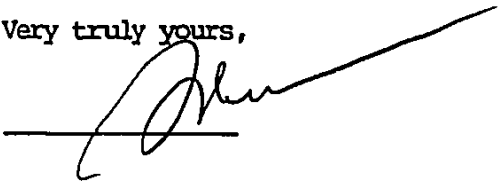
RE: Articles of Incorporation

Dear Sirs,

Enclosed you will find my check in the amount of \$79.00 which pays the
filling fee & Resident agent fee, included herein.

Thank you for your consideration in this matter, and if you have any
questions, please contact me immediately.

Very truly yours,



FILED
96 DEC 10 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 11, 1996 BSB

ARTICLES OF INCORPORATION

FILED

OF

AMERICAN ALL-WRITE INSURANCE, INC.

96 DEC 10 PM 4:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation shall be :

AMERICAN ALL-WRITE INSURANCE, INC.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of operating as
a *Insurance Agency* and transacting any and all
lawful business.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1
par value common stock.

ARTICLE IV

INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office and
registered office of this corporation is

*1483 So. CONGRESS AVE
DELRAY BEACH, FL 33445*
and the name of the initial

registered agent of this corporation at the above
address is:

STUART FERBER

ARTICLE V

DIRECTORS

This corporation shall have one Director 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 one. The name and address of the initial Director of this corporation is:

STUART FERBER
750 E. SAMPLE RD
POMPANO BEACH, FL 33064

ARTICLE VI

INCORPORATORS

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

STUART FERBER
750 E. SAMPLE RD
POMPANO BEACH, FL 33064
ARTICLE VII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any officer or director or former officer or former director to the full extent permitted by law.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this
of

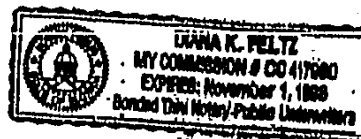
X *[Signature]*

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this 6 Day of DECEMBER, 96 personally appeared before me, the undersigned authority, STUART FERBER to me well known and known to me to the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

[Signature]
Notary Public

My commission Expires:



CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED;

AMERICAN ALL-WRITE INSURANCE, INC

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA.

WITH ITS PRINCIPAL PLACE OF BUSINESS AT *1483 So. CONGRESS*
DELRAY BEACH, COUNTY OF *PALM BEACH* STATE OF
FLORIDA. HEREWITH APPOINTS,
AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

[Signature]
(CORPORATE OFFICER)

TITLE

Director

DATE

12/6/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT OF SAID CORPORATION, AND I HEREBY COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

[Signature]

DATE

12/6/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA