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LAURA L. RUSSO
EDMUND P. RUSSO
RONALD G. BAKER

January 9, 1997

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****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Name of Corporation: Engel Marine Insurance Agency, Inc.
Our File No: 96B-588

Gentlemen:

Enclosed please find Articles of Incorporation of Engel Marine Insurance Agency, Inc. which we shall appreciate your filing. Also enclosed please find our check for \$122.50 to cover the filing fee of \$35, certified copy of \$52.50, and the registered agent designation of \$35.

After the Articles have been filed, we shall appreciate your certifying the enclosed copy and returning it to this office to the attention of the undersigned.

Very truly yours,



Ronald G. Baker

RGB:lb
Enclosures

JAN 13

FILED
97 JAN 13 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ENGEL MARINE INSURANCE AGENCY, INC.

FILED
97 JAN 13 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the laws of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is **ENGEL MARINE INSURANCE AGENCY, INC..**

ARTICLE II

This corporation is organized for the following purposes:

A. To act as agent, attorney-in-fact, factor, or broker on commission or otherwise, for insurance carriers of every nature (such to include without limitation governments or governmental authorities) offering casualty, life, property, liability, disability, health and accident, marine and/or any other type of insurance or reinsurance; to conduct the business of a general insurance agent, and to do any and all incidental acts thereto.

B. To do any and all lawful business.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of no par value.

ARTICLE IV

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 a price at which it is offered to others.

ARTICLE V

The amount of capital with which the corporation will begin

ARTICLE VII

The principal office of the corporation will be 8236-C Severn Drive, Boca Raton, FL 33433.

ARTICLE VIII

The initial street address of the initial registered office of the corporation will be 4675 Ponce de Leon Boulevard, Suite 301, Coral Gables, FL 33146, and the name of the initial registered agent of this corporation at that address is RONALD G. BAKER.

ARTICLE IX

The number of directors of the corporation will not be less than one.

ARTICLE X

The names and street addresses of the members of the first Board of Directors are:

LAWRENCE A. BAKER

8236-C Severn Drive
Boca Raton, FL 33433

ARTICLE XI

The name and street address of the person signing these Articles of Incorporation are as follows:

RONALD G. BAKER

4675 Ponce de Leon Boulevard
Suite 301
Coral Gables, FL 33146

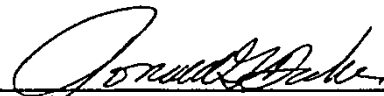
ARTICLE XII

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with Florida General Corporation Act or these Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the

at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall nevertheless, authorize and ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.


I, the undersigned, being the original subscriber to these Articles of Incorporation, do hereby make, subscribe, acknowledge and file these Articles and certify that the facts stated herein are true and have hereunto set my hand and seal, this 9 day of Jan, 1997.


RONALD G. BAKER (SEAL)

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, on this day, personally appeared RONALD G. BAKER, the party to the foregoing Articles of Incorporation, who is PERSONALLY KNOWN TO ME and known to me to be the party to the foregoing Articles of Incorporation, and acknowledged the said Articles to be his free act and deed, and that the facts stated therein are truly set forth.

WITNESS my hand and official seal at Coral Gables, said County and State last aforesaid, this 9 day of January, 1997.


Notary Public, State of Florida
LYNDA E. BOYMER
COMMISSION NUMBER
CC277267
MY COMMISSION EXP.
MAY 9, 1997
Stamp: NOTARY PUBLIC STATE OF FLORIDA
Stamped Name of Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ENGEL MARINE INSURANCE AGENCY, INC., at 4675 Ponce de Leon Boulevard, Suite 301, Coral Gables, FL 33146, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of all my duties.