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FILED

97 JAN 27 PM 12:16

STATE
TALLAHASSEE, FLORIDA

Rosary Martinez
7907 NW 53 Street #111
Miami, FL 33166

Date: January 23, 1997

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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-01/28/97--01172--019
***122.50 ***122.50

RE: Ventanas Insurance Agencies Inc.
Name of Corporation

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation of Ventanas Insurance Agencies Inc. along with a check in the amount of \$122.50 to the Secretary of State to cover filing fees. Please process same and forward a certified copy in the self addressed stamped envelope provided as soon as possible.

Very truly yours,


Rosary Martinez

Enclosure

OK, 1/30/97

ARTICLES OF INCORPORATION
OF

Ventanas Insurance Agencies Inc.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is Ventanas Insurance Agencies Inc.

ARTICLE II

This corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE III

This corporation is organized for the following general purpose: to transact any lawful business for which corporations may be organized under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. To do such other things as are incidental, necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

This corporation is authorized to issue Five Hundred (500) shares of common stock, one dollar (\$1.00) par value.


ARTICLE V

The street address of the business office of this corporation is: 7907 NW 53 Street, No. 111 / Miami, FL 33166.

The name of the initial registered agent of this corporation is:
Rosary Martinez

and the initial registered office address is:

7907 NW 53 Street, No. 111


Registered Agent/ Rosary Martinez

ARTICLE VI

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or decreased from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial directors of this corporation shall be:

Rosary Martinez
7907 NW 53 Street, No. #111
Miami, FL 33166

ARTICLE VII

The names and addresses of the persons signing the Articles of Incorporation are:

Rosary Martinez
7907 NW 53 Street, No. #111
Miami, FL 33166

ARTICLE VIII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

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

ARTICLE X

The corporation shall indemnify and hold any and all officers and directors harmless to the full extent permitted by law.

ARTICLE XI

This corporation reserves the right to amend or repeal any or all provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders as subject to this reservation.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 23rd day of January, 1997.



Rosary Martinez

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

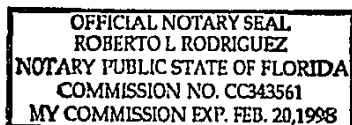
BEFORE ME, the undersigned authority, personally appeared

Rosary Martinez

to me well known to be the persons who executed the foregoing
Certificate of Incorporation of Ventanas Insurance Agencies Inc.,
having produced the following identification: D/L

_____ and
they, he, she, has acknowledged before me that they executed the
same for the uses and purposes therein expressed.

SWORN TO and SUBSCRIBED before me on this 23rd day of
January, 19 97.



Roberto Rodriguez
Print Name:
NOTARY PUBLIC AT LARGE
State of Florida

My Commission Expires:

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

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TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST THAT Ventanas Insurance Agencies Inc.
(Name of Business Organization)

WITH ITS PLACE OF BUSINESS AT: 7907 NW 53 Street, No. #111
Miami, FL 33166

HAS NAMED : Rosary Martinez

LOCATED AT: 7907 NW 53 Street, No. #111
Miami, FL 33166

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Rosary Martinez
Director

Date: January 23, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
ALIEN BUSINESS ORGANIZATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, 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 MY DUTIES, AND I ACCEPT THE
DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Rosary Martinez
Registered Agent

Date: January 23, 1997

corp.reg