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ACCOUNT NO. : 072100000032

REFERENCE : 270692 4320025

AUTHORIZATION :

*Patricia Pujato*

COST LIMIT : \$ 122.50

ORDER DATE : February 24, 1997

ORDER TIME : 12:59 PM

ORDER NO. : 270692-005

CUSTOMER NO: 4320025

CUSTOMER: Ms. Lourdes C. Cambo  
PACKMAN, NEUWAHL & ROSENBERG

000002096020--9

1500 San Remo Avenue  
Suite 125  
Coral Gables, FL 33146

DOMESTIC FILING

NAME: OCEAN REEF INSURANCE, 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: Lori R. Dunlap

EXAMINER'S INITIALS:

FILED  
97 FEB 24 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K.R. FEB 25 1997

ARTICLES OF INCORPORATION  
OF  
OCEAN REEF INSURANCE, INC.

FILED  
97 FEB 24 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be:

OCEAN REEF INSURANCE, INC.

The address of the principal office of this corporation shall be 9445 S.W. 40th Street, Suite 102, Miami, FL 33165, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under 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 time is 500 shares of common stock having a \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

RALPH CEBALLOS  
9445 S.W. 40th Street  
Miami, FL 33165

ARTICLE V. TERM OF EXISTENCE

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

RALPH CEBALLOS,  
Director

9445 S.W. 40th Street, Suite 102  
Miami, FL 33165

JACQUELINE CEBALLOS,  
Director

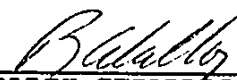
9445 S.W. 40th Street, Suite 102  
Miami, FL 33165

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator is:

RALPH CEBALLOS  
9445 S.W. 40th Street, Suite 102  
Miami, FL 33165

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 19 day of February, 1997.

  
\_\_\_\_\_(SEAL)  
RALPH CEBALLOS

ACKNOWLEDGMENT

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE    )

BEFORE ME, the undersigned authority, personally appeared RALPH CEBALLOS, to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State  
named above this 19th day of February, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My Commission Expires:

OFFICIAL NOTARY SEAL  
ELIZABETH GUERTS-SUAREZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC539924  
MY COMMISSION EXP. MAR. 13, 2000

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: OCEAN REEF INSURANCE, INC.
2. The name and address of the registered agent and office is:

RALPH CEBALLOS  
9445 S.W. 40 STREET  
SUITE 102  
MIAMI, FLORIDA 33165

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
RALPH CEBALLOS

Date: 2-19-97

FILED  
97 FEB 24 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA