

P97000030200



ACCOUNT NO. : 072100000032

REFERENCE : 313977 4303929

AUTHORIZATION : *Just for now*

COST LIMIT : \$ 122.50

FILED  
97 APR -1 AM 9:43  
TALLAHASSEE, FLORIDA

ORDER DATE : April 1, 1997

ORDER TIME : 9:40 AM

ORDER NO. : 313977-010

CUSTOMER NO: 4303929

100002130341--6

CUSTOMER: Esther J. Forbes, Legal Asst  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

\*\*\*\*\*FILE SECOND\*\*\*\*\*

NAME: HERITAGE INSURANCE FUNDING  
CORPORATION

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: Tonya C. Holliday

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 APR -1 AM 9:35  
TALLAHASSEE, FLORIDA

APR 3 1997

**ARTICLES OF INCORPORATION  
OF  
HERITAGE INSURANCE FUNDING CORPORATION**

**FILED**  
APR - 1 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is HERITAGE INSURANCE FUNDING CORPORATION, (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is: 1195 N.W. 119th Street, North Miami, Florida 33168.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<b><u>Number of Shares Authorized</u></b>	<b><u>Par Value Per Share</u></b>	<b><u>Class of Stock</u></b>
1,000	\$ 0.01	Common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1195 N.W. 119th Street, City of North Miami, County of Dade, State of Florida 33168, and the name of its initial registered agent at such office is **Sam Solomon**.

## **ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors are four, and the names and addresses of the member of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Douglas B. Lloyd	Sam Solomon
930 Montgomery Street	1195 N.W. 119th Street
Suite 500	North Miami, FL 33168
San Francisco, CA 94133	

Alan L. Zimmerman	Nyla L. Solomon
1195 N.W. 119th Street	1195 N.W. 119th Street
North Miami, FL 33168	North Miami, FL 33168

George B. Harris  
930 Montgomery Street  
Suite 500  
San Francisco, CA 94133

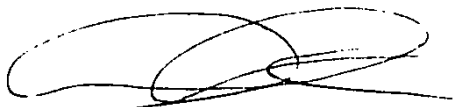
## **ARTICLE VII**

The name and address of the Incorporator is Alan L. Zimmerman, 1195 N.W. 119th Street, North Miami, Florida 33168.

## **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 11 day of March, 1997.

  
Alan L. Zimmerman - Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of HERITAGE INSURANCE FUNDING CORPORATION, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Sam Solomon, Registered Agent  
Dated: March 26, 1997

FILED  
97 APR -1 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WRITTEN CONSENT GRANTING APPROVAL FOR USE OF NAME

HERITAGE INSURANCE FUNDING CORPORATION, a Florida corporation (the "Corporation") incorporated on January 12, 1996, does hereby grant permission and approves the filling of the Articles of Incorporation for the following corporation:

HERITAGE INSURANCE FUNDING CORPORATION,  
a Florida corporation

The undersigned, being the President of the Corporation has executed this Written Consent Granting Approval for Use of Name on behalf of the Corporation this 26 day of March, 1997.

HERITAGE INSURANCE FUNDING  
CORPORATION

By: 

Print Name:

Title: President

FILED  
97 APR - 1 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA