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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: NEWCASTLE INSURANCE AGENCY, INC.

AUDIT NUMBER.....H97000006752

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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STATE
TALLAHASSEE, FLORIDA

APR 25 1997

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**ARTICLES OF INCORPORATION
FOR
NEWCASTLE INSURANCE AGENCY, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

4-24-97

**ARTICLE ONE
NAME**

The name of this Corporation shall be:

Newcastle Insurance Agency, Inc.

**ARTICLE TWO
NATURE OF BUSINESS**

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

**ARTICLE THREE
TERM OF EXISTENCE**

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: April 24, 1997.

**ARTICLE FOUR
MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars, or such greater amount as may be required by law.

**ARTICLE FIVE
NUMBER OF DIRECTORS**

This Corporation shall at all times have at least one (1) Director who is a citizen of the United States of America. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one (1) Director.

This document prepared by:

Richard L. Katz, Esq.

Florida Bar No.: 206229

Law Offices Katz & Mestre

2100 Salzedo Street, Suite 300

Coral Gables, Florida 33134

(305) 443-3303 - (305) 447-8509 Fax

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ARTICLE SIX
CLASSES OF DIRECTORS

The Bylaws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN
AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT
CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- (a) Designation: The stock of this Corporation shall be known as Common Stock.
- (b) Authorized: The maximum number of shares of Common Stock that this Corporation may issue is: 1,000.
- (c) Par Value: Each share of Common Stock shall have the par value of: \$1.00.
- (d) Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- (e) Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at equal to the par value thereof, and shall be fully paid and non-assessable.
- (f) Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one (1) vote upon each proposal presented at meetings of the stockholders of the Corporation.
- (g) Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative holding.

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(h) Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

(i) Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE NINE
PRINCIPAL OFFICES OF CORPORATION

The principal offices of the corporation shall be as follows:

7902 N.W. 36 Street, Suite 203
Miami, Florida 33166

ARTICLE TEN
REGISTERED OFFICE AND REGISTERED AGENT

NAME

ADDRESS

Richard L. Katz

2100 Salzedo Street, Suite 300
Coral Gables, Florida 33134

I HEREBY AGREE to act as Registered Agent for LEEDS INSURANCE AGENCY, INC. and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.



RICHARD L. KATZ
(Registered Agent)

**SOLE SUBSCRIBER AND INITIAL
DIRECTOR**

The undersigned individuals, competent to contract, execute these Articles of Incorporation as subscribers and initial directors. The undersigned individuals shall hold offices as directors until their successors have qualified, following their election or appointment.

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Subscriber/Directors:

RICHARD L. KATZ.

Street Address:

2100 Salzedo Street, Suite 300
Coral Gables, Florida 33134SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge, and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

Dated: April 23, 1997



RICHARD L. KATZ

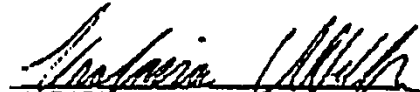
STATE OF FLORIDA)

:ss

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared RICHARD L. KATZ, who is to me well 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 uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, in the said County and State, this 23 day of April, 1997.



NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



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