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CARLOS LOVATADARES

P.O. BOX 681769 MIAMI: FE 35266-1706 97 APR 25 AH 10: 20

SEGNETA: STATE TALLAHASSEE, FLORIDA

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| | Walk in Mail out | Pick up time Certified Copy Will wait Photocopy Certificate of Status | |
| Agriculture (1995) | NEW FILINGS Profit NonProfit Limited Liability Domestication Other | AMENDMENTS Amendment Resignation of R.A., Officer/ Director Change of Registered Agent Dissolution/Withdrawal Merger | 9 |
| 1000 | OTHER FILINGS Annual Report Fictitious Name Name Reservation | REGISTRATION/ QUALIFICATION Foreign Limited Partnership Reinstatement Trademark | |

Other

Examiner's Initials

FILED 97 APR 25 AH 10: 20 MEGNESSIE, FLORIDA TALLAHASSIE, FLORIDA

ARTICLES OF INCORPORATION

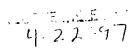
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SOUTH FLORIDA INSURANCE & INVESTMENTS AGENCY CORP.

ARTICLE I - NAME OF CORPORATION

The name of this Corporation is and shall henceforth be:

SOUTH FLORIDA INSURANCE & INVESTMENTS AGENCY CORP.



ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date of execution and acknowledgement of the Articles of Incorporation.

ARTICLE III- PURPOSE

This Corporation is organized to transact business as an Insurance agency and to conduct any and all lawful business permitted to a corporation organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of stock at \$0.01 par value, which shall be designated "Common Shares".

ARTICLE V - PLACE OF BUSINESS AND NAME OF REGISTERED AGENT

The registered place of business shall be:

7377 Coral Way

Miami, Florida 33155

The Registered Agent for service of process is:

CARLOS MANUEL VALLADARES

7377 Coral Way

Miami, Fl 33155

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors of this Corporation shall be composed of the following directors:

CARLOS MANUEL VALLADARES, President, Secretary, Treasurer 7377 Coral Way
Miami, Fl 33155

ARTICLE VII- INCORPORATION

The name and address of the person signing these Articles of Incorporation is:

CARLOS MANUEL VALLADARES

7377 Coral Way

Miami, Fl 33155

ARTICLE VIII- INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law, for any action brought against said officer or director arising out of said officer or director's performance of his lawful duties for this Corporation.

ARTICLE IX - AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 22nd day of April, 1997.

CARLOS MANUEL VALLADARES

INCORPORATOR

STATE OF FLORIDA)

SS

COUNTY OF DADE)

BEFORE ME, the undersigned Notary, personally appeared CARLOS MANUEL VALLADARES who, having first been sworn, affirms that he is the Incorporator described in the above Articles of Incorporation who executed said Articles of Incorporation, and he further acknowledged before me that he executed said Articles of Incorporation.

MY COMMISSION EXPIRES:

NOTARY PUBLIC, STATE OF PLORIDA

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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE PURPOSE OF A STATE TALL ANASSEE, FLORIDA SERVICE OF PROCESS AND NAMING A REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted:

First: SOUTH FLORIDA INSURANCE & INVESTMENTS AGENCY CORP.

desiring to organize under the laws of the State of Florida, hereby declares its place of business as:

7377 Coral Way

Miami, Fl 33155

Second: That the Registered Agent for service of process shall be:

CARLOS MANUEL VALLADARES

7377 Coral Way

Miami, Fl 33155

Third: That the Registered Agent, CARLOS MANUEL VALLADARES, having been named Agent for service of process within the State of Florida for SOUTH FLORIDA INSURANCE & INVESTMENTS AGENCY CORP., hereby agrees to accept said capacity and agrees to comply with Chapter 48.091, Florida Statutes, which includes maintaining open said place of business as designated in this Certificate and to accept service of process in behalf of said Corporation.

CARLOS MANUEL VALLADARES

Designated Agent for

Service of Process