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OF COUNSEL
ERNST G. WINTTER
BOARD CERTIFIED
WILLS, TRUSTS & ESTATES

April 24, 1997

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-04/28/97-01084-004
****122.50 ****122.50

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

Re: Jericho Assurance, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced Corporation, with the Registered Agent Form incorporated therein. Also enclosed is our Firm's check in the amount of \$122.50 to cover the filing fees as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>

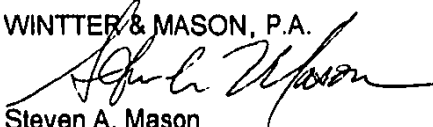
Total \$122.50

Please return a certified copy of these Articles of Incorporation to this office to the attention of the undersigned.

Thank you for your attention to this matter.

Sincerely,

WINTTER & MASON, P.A.


Steven A. Mason

SAM/ac
encl.

H:\LIBRARY\mason\WORK\Jericho Assurance\L-SECRET STA

FILED
97 APR 28 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PH
4/29/97

**ARTICLES OF INCORPORATION
OF
JERICHO ASSURANCE, INC.**

FILED
97 APR 28 PM 4: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I - Name and Purpose

The name of the corporation shall be: **JERICHO ASSURANCE, INC.**

The corporation shall be formed to operate an insurance agency or agencies, and for all other lawful purposes.

Article II - Principal Office

The principal place of business and mailing address of this corporation shall be:

5212 N.E. 6th Avenue, #D-4
Ft. Lauderdale, FL 33334

Article III - Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

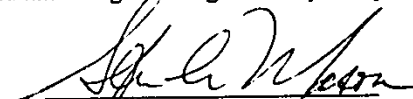
100 shares at \$1.00 par value

Article IV - Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Steven A. Mason, Esq.
2239 Hollywood Boulevard
Hollywood, FL 33020

The undersigned initial registered agent hereby accepts the designation.


Steven A. Mason, as Reg. Agent

FILED

Article V - Incorporator(s) and Subscriber(s)

97 APR 28 PM 4: 00

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation, and Subscriber(s) to authorized shares is (are):

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kelly A. Anding
5212 N.E. 6th Avenue, #D-4
Ft. Lauderdale, FL 33334

Article VI - Duration

This corporation shall have perpetual existence.

Article VII - Taxation

It is the intent of the incorporator that the corporation will qualify under the Internal Revenue Code as a Subchapter C corporation. The board of directors, at its organizational meeting, will determine whether to make this election.

Article VIII - Amendment

These Articles of Incorporation may be amended in the manner provided by law, and according to Chapter 607, Florida Statutes. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved in a stockholders' meeting by fifty-one (51%) of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles be adopted.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation, this 22 day of April, 1997.

Kelly A. Anding
Kelly A. Anding

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared KELLY A ANDING, to me well known to be the person described herein, and who produced the following identification: FL. DL., and who executed the foregoing Articles of Incorporation.

WITNESS MY HAND AND SEAL in the State and County aforesaid, this 22 day of April, 1997.

MY COMMISSION EXPIRES:

AAABEE INSURANCE
2770 W. Davis Blvd.
Ft. Lauderdale, FL 33312
(954) 597-7800

[Signature]
NOTARY PUBLIC
State of Florida at Large

JAMES A. ANDING
COMMISSION # CC 801110
EXPIRES OCT 11, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.