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# FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC. CONTACT: LIDIA FERNANDEZ

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NAME: ATLAS INSURANCE GROUP INC.

AUDIT NUMBER..... H97000008443

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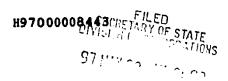
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# ARTICLES OF INCORPORATION

OF

# ATLAS INSURANCE GROUP INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, 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

The name of this corporation shall be: ATLAS INSURANCE GROUP INC.. The address of the principal office and mailing address of the corporation is: 19792 S.W. 177 AVE. MIAMI, FL. 33185.

#### ARTICLE II

# TERM OF EXISTENCE

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

# ARTICLE III

## PURPOSE

The corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida.

# ARTICLE IV

#### CAPITAL STOCK

The authorized capital stock, the par value thereof, and the characteristics of such stock shall be as follows: 100 shares of \$1, Par Value.

Prepared by: Mara Madera 11203 S.W. 134th Lane Miami, Fl 33176 (305) 233-3478

#### ARTICLE V

#### INITIAL REGISTERED OFFICE AND AGENT

The initial place of business of said corporation shall be: 19792 S.W. 177 AVE. MIAMI, FL. 33185

The name of the initial registered agent of this

corportation is: MARA MADERA

#### ARTICLE VI

## INITIAL BOARD OF DIRECTOR

The Corporation shall have 1 Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

President:

MARA MADERA 11203 S.W. 134 LANE MIAMI, FL. 33176

## ARTICLE VII

#### INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

MARA MADERA 11203 S.W. 134 LANE MIAMI, FL. 33176

# ARTICLE VIII

#### **POWERS**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and

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effect as if he were not such a director or officer or such other corporation, or not so interested.

# ARTIICLE IX

# ENTITY

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

# ARTICLE X

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

\* \* \*

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto sign my name on the 20th day of MAY, 1997.

MARA MADERA President

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THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, that ATLAS INSURANCE GROUP INC., desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at Miami, County of Dade, State of Florida, has named, MARA MADERA, of 11203 S.W. 134 LANE, MIAMI, FL. 33176; as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above stated corporation at the place designated in this Certificate. I hereby accept the same and agree to act in this capacity, and I further agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325 F.S.

MARA MADERA

Registered Agent

Dated this 20th day of MAY, 1997