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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: M&D INSURANCE GROUP FLORIDA, INC.

AUDIT NUMBER.....H97000014785

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

M&D INSURANCE GROUP FLORIDA, INC.

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

ARTICLE I NAME

The name of the corporation shall be:
M&D INSURANCE GROUP FLORIDA, INC.
The principal place of business of this corporation shall be:
1001 BRICKELL BAY DRIVE SUITE 2010
MIAMI, FLORIDA 33131

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TALLAHASSEE, FLORIDA

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ARTICLE II NATURE OF BUSINESS

This 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, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 500 SHARES, \$1.00 PAR VALUE

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

RAMON DOMINGUEZ
ROYAL BANK CENTER
255 PONCE DE LEON
SUITE 305
SAN JUAN, P.R. 00917

JORGE MARISTANY
ROYAL BANK CENTER
255 PONCE DE LEON
SUITE 205
SAN JUAN, P.R. 00917

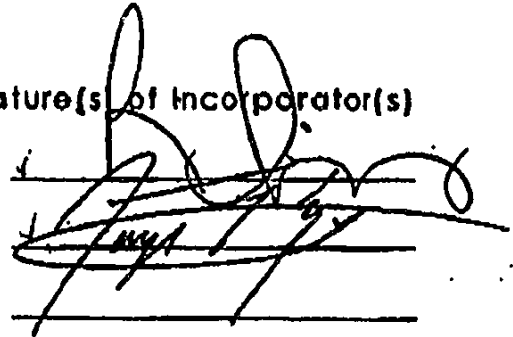
Prepared by: Padro & Company, PA
747 Ponce De Leon Blvd., Ste. 203
Coral Gables, Fl 33134
(305) 447-8383

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IN WITNESS WHEREOF, the undersigned incorporator(s) has (have)
executed these Articles of Incorporation this 8/11/97
day of Aug, 1997.

Signature(s) of Incorporator(s)



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

M&D INSURANCE GROUP FLORIDA, INC.

2. The name and address of the registered agent and office is:

JOSE F. PADRO 747 PONCE DE LEON BLVD. SUITE 203

(P.O. BOX NOT ACCEPTABLE)

CORAL GABLES, FLORIDA 33134

(CITY/STATE/ZIP)

SIGNATURE

[Handwritten Signature]

TITLE

PRESIDENT

DATE

8/11/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

[Handwritten Signature]

DATE

7/28/97

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