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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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-09/17/97--01056--003
****122.50 ****122.50

SUBJECT: *EXCELSIOR INSURANCE AGENCY INC. (Proposed name)*

*Enclosed in an original and one (1) copy of the Articles of Incorporation and my check
in the amount of \$ 122.50.*

FROM: GUY DUQUELLA
9702 SW 133RD PLACE
MIAMI, FLORIDA 33186

FILED
97 SEP 17 PM 2:43
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

9/17/97

**ARTICLES OF INCORPORATION
OF
EXCELSIOR INSURANCE AGENCY INC.**

THE UNDERSIGNED, has executed the following documents as incorporator of the above named corporation, a corporation organized under the law of the State of Florida, and all rights, duties and obligations of the undersigned incorporators, and those of the corporation, are to be determined with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

EXCELSIOR INSURANCE AGENCY INC.

ARTICLE II

This corporation shall commence existence upon filing of those Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature and purpose of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all the things therein mentioned, as fully and to the same extent as natural person might do. viz:

- 1) Transact any and all lawful business
- 2) Said corporation shall have further power:

To have perpetual succession by its corporate name;

To sue and be sued, complain and defend in its corporation name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, issue, or otherwise acquire, own, hold, improve, use and otherwise deal in with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, created a security interest in, lease, exchange, transfer and otherwise dispose of all and any part of its properties and assets;

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TALLAHASSEE, FLORIDA

To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute #607.141

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in or with share of other interests in, or obligations of other domestic or foreign corporations, associations, partnerships, or individuals, direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or any instrument thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rate of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its properties, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operation, and have offices and exercise the power granted by act within or without this state;

To elect and appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State for the administration;

To make donation for the public welfare or for charitable, scientific or educational purposes;

To transfer any lawful business with the Board of Directors shall find will be in aid of government policy;

To pay pension and establish pension plans, profit sharing plans, stock and bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manage or any corporation, partnership, joint venture, trust, or other enterprises;

To have and exercise all powers necessary or convenient to affect its purposes;

To indemnify any person who by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute #707.0141;

ARTICLE IV

The aggregate number of share which the corporation shall have authority to issue the total sum of 100 shares having an individual par value of \$1.00.

Unless otherwise stated in these articles or in an amendment of these articles, there shall be only one (1) class of stock of this corporation;

ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

**GUY DUQUELLA
10714 SW CORAL WAY
MIAMI, FLORIDA 33165**

ARTICLE VI

The initial Board of Director shall consist of one (1) person, and the name and address of the person who is to serve as initial Director of the corporation is:

**GUY DUQUELLA.....PRESIDENT
9702 SW 133RD PLACE
MIAMI, FLORIDA 33186**

IN WITNESS WHEREOF, the undersigned incorporators, have executed those Articles of Incorporation this 12TH day of September 1997.


GUY DUQUELLA

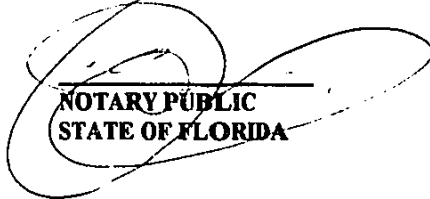
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, a notary public authorize to take acknowledgment in the State and County set forth above, personally appeared, GUY DUQUELLA known to me to be the person who executed the forgoing Articles of Incorporation acknowledge before me that he has executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 12TH day of September 1997.

My commission expires:


NOTARY PUBLIC
STATE OF FLORIDA

NOTARY PUBLIC - STATE OF FLORIDA
JACQUES SALNAVE
COMMISSION # C0884228
EXPIRES 8/7/2001
BONDED THRU ASA 1-885-NOTARY1

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provision of section 607.0501 or 617.0501, Florida Statutes., the undersigned corporation organized under the law of the State of Florida, submits the following statement in designating the registered office, registered agent, in the State of Florida.

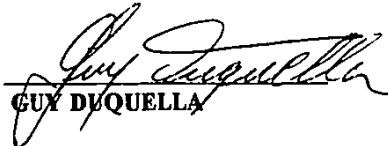
The name and principal office of corporation is:

**EXCELSIOR INSURANCE AGENCY INC.
9702 SW 133RD AVENUE
MIAMI, FLORIDA 33186**

The name and address of the registered agent is:

**GUY DUQUELLA
10714 SW CORAL WAY
MIAMI, FLORIDA 33165**

Having been named as registered agent and to accept services of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as a registered agent.


GUY DUQUELLA

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**DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA**