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11/07/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: SHILING & TOLEDO INSURANCE, INC.

AUDIT NUMBER.....H97000018599

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

CERT. OF STATUS...1

PAGES..... 3

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida Corporation Act, adopt the following Articles of Incorporation:

1. The name of the Corporation is
SHILING & TOLEDO INSURANCE, INC.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. The corporation shall have authority to issue 60 shares, all of the same class, at no par value.
5. The address of its initial principal office and registered office is:

10030 S.W. 40 Street
Suite B
Miami, Florida 33165

6. The name of its initial registered agent at said address is: Eduardo Riusech, Esquire
7. The number of directors constituting its initial board of directors is one (1), whose name and address is:

Esther M. Shiling
10030 S.W. 40 Street
Suite B
Miami, Florida 33165

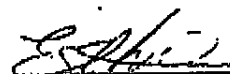
8. The initial officers of this Corporation shall be as follows:

ESTHER M. SHILING	President, Treasurer, Secretary, Director
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9. The name of the Incorporator is:

ESTHER M. SHILING

PREPARED BY: EDUARDO RIOSECH
815 NW 57. AVE. SUITE#219
MIAMI, FL 33126
(305)266-4200


ESTHER M. SHILING,

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STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ESTHER M. SHILING, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and who freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the purpose and uses therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, in said County and State this 5th day of November, 1997.

Maria Y. Barqueta
NOTARY PUBLIC, State of FL.

My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: SHILING & TOLEDO INSURANCE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the State of Florida, has named EDUARDO RIUSECH, ESQUIRE located at 10030 S.W. 40th Street, Suite B, Miami, FL 33165 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process of the above stated corporation, at place designated in this certificate I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: *Eduardo Riusech*
EDUARDO RIUSECH, ESQUIRE
Resident Agent

STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, the undersigned authority, personally appeared EDUARDO RIUSECH, ESQUIRE to me well known to be the person described in and who executed the foregoing CERTIFICATE OF REGISTERED AGENT, and he acknowledged before me that he executed the same.

WITNESS, my hand and official seal at Miami, Dade County, Florida on this 5th day of November, 1997.

My Commission Expires:

Maria Y. Barrueta
NOTARY PUBLIC State of Florida



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