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ART CORPORATION SYSTEM

560 EAST JEFFERSON STREET

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CORPORATION(S) NAME

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Umbrella Bear, Inc.

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CR2E031 (1-89)

**ARTICLES OF INCORPORATION
OF
UMBRELLA BEAR, INC.**

(a Florida corporation)

ARTICLE I - NAME

The name of the Corporation is **UMBRELLA BEAR, INC.** (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 100 shares of Common Stock, par value \$.01 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is c/o Travelers Investment Group Inc., One Tower Square 9PB, Hartford, Connecticut 06183-2030.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of three (3) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

Susan W. Lewis
c/o Travelers Investment Group Inc.
One Tower Square 9PB
Hartford, Connecticut 06183-2030

Joseph W. Sprouls
c/o Travelers Investment Group Inc.
One Tower Square 9PB
Hartford, Connecticut 06183-2030

Edward J. Geraghty
c/o Travelers Investment Group Inc.
One Tower Square 9PB
Hartford, Connecticut 06183-2030

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TALLAHASSEE, FLORIDA

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1200 S. Pine Island Road, Plantation, Florida 33324. The name of the initial registered agent of the Corporation at that address is C T Corporation System.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is C T Corporation System, 1200 S. Pine Island Road, Plantation, Florida 33324.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE IX - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of UMBRELLA BEAR, INC. this 10th day of November, 1997.

C T CORPORATION SYSTEM
Incorporator

By: Connie Bryan

**CONSENT OF REGISTERED AGENT
OF
UMBRELLA BEAR, INC.**

The undersigned, C T CORPORATION SYSTEM, whose business address is 1200 S. Pine Island Road, Plantation, Florida 33324, hereby accepts appointment as the initial registered agent of UMBRELLA BEAR, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

C T CORPORATION SYSTEM
Registered Agent

By: Connie Bryan

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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