UCC F 526 Ea Tallaha	LING & SEARCH SERVICES, INC. st Park Avenue ssee, FL 32301 81-6528	HOLD FOR PICKUP BY UCC SERVICES OFFICE USE ONLY (Document #)
CORPORATION NAME(S)		<u>s Aurices Inc.</u>
 Walk In Mail Out Will Wait Photocopy 	Pick Up Time	-11/25/970100401 *****35.00 *****35 Certificate of Status Conversion of Status Conversion of Status Conversion of Certificate of Good Standing
NEW FILINGS	AMENDMENTS	
OTHER FILINGS	REGISTRATION/QUALIFICAT Foreign Limited Partnership Reinstatement Trademark Other	TON CORP SEARCH

Date:

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ART	ICLES OF	INCO	RPORATION	
		OF		
NATIONAL	UNDERWRI	TING	SERVICES,	INC.

ARTICLE I

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NAME

The name of this Corporation is NATIONAL UNDERWRITING SERVICES, INC.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary and incident to effecting the objects mentioned herein.

To carry on any other lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinabove enumerated or incidental to the value of the property of the Corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$.05 par value common stock, which shall be designated "Common Shares."

ARTICLE V

PRINCIPAL OFFICE

The principal office of the Corporation shall be located at, 7900 Miami Lakes Drive West, Miami Lakes, Florida 33016, or such other location as the Board of Directors may designate from time to time.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7900 Miami Lakes Drive West, Miami Lakes, Florida 33016 and the name of the initial registered agent of this Corporation at that address is Thomas H. Meyer.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Thomas H. Meyer	7900 Miami Lakes Drive West Miami Lakes, FL 33016
Linda Barracos	-7900 Miami Lakes Drive West Miami Lakes, Florida 33016
Concepcion Queralt	7900 Miami Lakes Drive West Miami Lakes, Florida 33016

ARTICLE VIII

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two, three or four classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and

provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE IX

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

The right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto is expressly reserved by the Corporation and any right conferred upon the shareholders is subject to this reservation. The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when duly proposed and approved by the holders of not less than a majority of the outstanding common stock. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this Corporation as provided in the By-Laws.

ARTICLE X

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI

DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XII

INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, officers, employees or agents or former Directors, officers, employees or agents or any person or persons who may have served at its request as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or

enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XIII

INCORPORATOR

The name and address of the person signing these Articles is:

Thomas H. Meyer 7900 Miami Lakes Drive West Miami Lakes, FL 33016

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this /8th day of November, 1997.

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ACKNOWLEDGMENT

STATE OF FLORIDA) ss: COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Thomas H. Meyer, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of

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Incorporation.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this <u>(%#L</u>day of November, 1997.

Notary Public

SYLVIA LUZ PONCE Notary Public, State of Florida My Comm. Expires Mat. 18, 1998 No. CC 359343 Bonded Thru Official Netary Dervice

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CERTIFICATE DESIGNATING REGISTERED AGENT

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

That National Underwriting Services, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at the City of Miami Lakes, County of Dade, State of Florida, has named Thomas H. Meyer, located at 7900 Miami Lakes Drive West, City of Miami Lakes, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the abovestated 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.

Thomas H. Meyer, Registered Agent

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