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BERGMAN, SPIEWAK AND COMPANY, P.A.

CERTIFIED PUBLIC ACCOUNTANTS  
499 NW 70 AVENUE, SUITE 116  
PLANTATION, FLORIDA 33317-7573

GARRY S. BERGMAN, C.P.A.  
MARC A. SPIEWAK, C.P.A.

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FAX: (954) 321-9994

11/19/97

New Corporations Department  
State of Florida  
P.O. Box 6327  
Tallahassee FL 32314

Re: KSR INSURANCE CORPORATION

Enclosed are two copies of the Articles of Incorporation for KSR INSURANCE CORPORATION along with a check for \$122.50. Please activate the corporation and return a processed copy.

Thank you for your assistance in this matter.

500002355445--9  
-11/24/97-01102-002  
\*\*\*\*122.50 \*\*\*\*122.50

Jules Bergman GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Suffix to Incorporated  
DATE 12-1-97  
CO. EXAM 33

97 NOV 24 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

MEMBERS OF:  
AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS  
FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS  
CONNECTICUT SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

BB  
12-1-97

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION  
OF

KSR INSURANCE INCORPORATED

The undersigned hereby associate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and make, subscribe and acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation, and to that end does by this Certificate set forth:

ARTICLE I

The name of the corporation shall be KSR INSURANCE INCORPORATED

ARTICLE II

The general nature of this business, objects and purpose proposed to be transacted and carried on are to any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

A. To engage in the business of sale of insurance and to conduct any and all other lawfully authorized business associated with same.

B. To acquire, hold, undertake and fully exploit the good will, property right, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks, and/or bonds of the company or otherwise.

C. To borrow money and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges, and/or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills for exchange, debenture and other obligations and evidence of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events whether by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property or acquired or any other lawful object.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of any bonds, securities or evidence of indebtedness created by any other State or Government and while owner of such stock to exercise all rights, powers, and privileges of ownership, including the right to vote thereon.

E. To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in this State and in any of the several states, territories, possessions and dependencies of the United States, and District of Columbia and in foreign countries.

F. To do all and everything necessary and proper for the accomplishment of the object enumerated in the Certificate of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful

business necessary or incidental to the attainment similar in nature to the objects set forth therein, it being understood that the foregoing enumeration of specific power shall not be deemed exclusive by all other lawful powers conferred by the Statute of the State of Florida are hereby included.

### ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is ONE HUNDRED (100) shares of Common Stock which shall have One Dollar (\$1.00) par value.

### ARTICLE IV

The amount of capital with which this corporation will begin business is not less than the sum of Five Hundred (\$500.00) Dollars.

### ARTICLE V

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

### ARTICLE VI

The principal place of business of this corporation is to be located at : 2653 sw 181 st TER Miramar Fl. 33029.

### ARTICLE VII

There shall be one or more directors of this corporation.

### ARTICLE VIII

The name and post office addresses of the Incorporators are as follows:

KIMBERLY SNOW  
2653 SW 181ST TER  
MIRAMAR FL. 33029

The names and address of each director and a statement of the number of shares of stock which they agree to take are as follows:

KIMBERLY SNOW  
2653 SW 181ST TER  
MIRAMAR FL. 33029

100 Shares

## ARTICLE IX

The Directors of the Corporation, in addition to the powers conferred by the laws of the State of Florida shall have the powers to make, alter and repeal the By-laws and to set apart out of any of the corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

A. The corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

B. The private property of the stockholders shall not be subject to the payment of the corporation debts to any extent whatever.

C. The Corporation shall have full power and lawful authority to accept property, real, personal or mixed, labor and services, in payment for shares of the capitol stock, in lieu of cash, at just valuation to be fixed by its Board of Directors.

D. Shares of the capitol stock of the company shall be transferred only on the books of the company by the holder thereof in person, or by his attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

F. The corporation reserves the right to amend, change or repeal any provisions contained in this Certificate of Incorporation in any manner now or hereinafter prescribed by law, and all right conferred on Officers, Directors and Stockholders herein and granted subject to this reserve.

## ARTICLE X

The officers of this corporation are as follows:

KIMBERLY SNOW

PRESIDENT

## ARTICLE XII

It is the intention of this initial Board of Directors to qualify a domestic small business corporation, stock issued pursuant to a written plan to qualify for I.R.C. Section 1244.

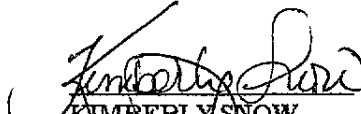
## ARTICLE III

Certificate designating place of business or domicile for the service of process within this State, naming agent upon whom process may be served.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

The KSR INSURANCE INCORPORATED, desiring to organize under the laws of the State of Florida with the principal officers as indicated in the Articles of Incorporation, has designated KIMBERLY SNOW to accept service of process within this State. Having been designated as Registered Agent for the above stated corporation, I hereby accept the position, agree to act in this capacity, and comply in full with the provisions of said act.

DATED this 30th day of June 30, 1997

  
KIMBERLY SNOW  
REGISTERED AGENT

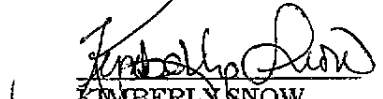
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

FILED

The Registered Agent and street address of the registered office, place of business, or location for the service of process within this state is as follows:

KIMBERLY SNOW  
2653 SW 181ST TER  
MIRAMAR FL. 33029

IN WITNESS WHEREOF, We have hereunto subscribed our name and affixed our seals at Hollywood, Broward County, Florida this 30th day of June 30, 1997

  
KIMBERLY SNOW

STATE OF FLORIDA     )  
                                  SS:  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 30th day of June 1997 by KIMBERLY SNOW who has produced his Drivers licenses and who did take an oath.

  
Notary Public State of Florida

OFFICIAL NOTARY SEAL  
ANDREA GLASSER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC182193  
MY COMMISSION EXP. JULY 19, 1999