UCC FILING & SEARCH SERVICES, INC. 526 East Park Avenue Tallahassee, FL 32301 (850) 681-6528 EFFECTIVE DATE

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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known): United Specially Lige & Cennuity Corp.		
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NEW FILINGS Profit NonProfit Limited Liability Domestication Other	AMENDMENTS Amendment Resignation of R.A. Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger	Certificate of FICTITIOUS NAME
OTHER FILINGS Annual Report Fictitious Name Name Reservation	REGISTRATION/QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other	CORP SEARCH 22.03
Ordered By:		

K. Rolfe DEC 1 9 1997



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 17, 1997

UCC FILING & SEARCH SERIVCES, INC. 526 EAST PARK AVE TALLAHASSEE, FL 32301

SUBJECT: UNITED SPECIALTY LIFE & ANNUNITY CORP.

Ref. Number: W97000028181

We have received your document for UNITED SPECIALTY LIFE & ANNUNITY CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

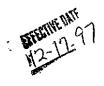
If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe Document Specialist

Letter Number: 597A00059368

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ARTICLES OF INCORPORATION



United Specialty Life and Annuity Corp.

970EC 18 PM 4:25
TALLAHASSEE, FLORIDA

The undersigned hereby forms a corporation for profit under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

United Specialty Life and Annuity Corp.

The address of the principal office of this corporation shall be c/o Leslie Alan Rozencwaig, Esq., 1 S.E. 3rd Ave., Suite 960, Miami, FL 33131, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock at \$1.00 par value.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 1 S.E. 3rd Avenue, Suite 960, Miami, Florida 33131, and the name of the registered agent of the corporation at that address is Leslie Alan Rozencwaig, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

The names and addresses of the initial Officers and Directors are:

Ron Gress

, , ,

President/Director

One S.E. 3rd Ave., Suite 960

Miami, FL 33131

Bernard Goldstein

Vice-President/Director

One S.E. 3rd Ave., Suite 960

Miami, FL 33131

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Janice Brahms One S.E. 3rd Ave., Suite 960 Miami, FL 33131 Secretary/Director

ARTICLE VI. EFFECTIVE DATE

The effective date of the corporation is December 17, 1997.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

UCC Filing & Search Services, Inc. 526 East Park Avenue
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of UCC Filing & Search Services, Inc., has hereunto set her hand and seal of UCC Filing & Search Services, Inc., on December 17, 1997.

UCC Filing & Search Services, Inc.

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ARTICLE IX. REGISTERED AGENT

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

LESLIE ALAN ROZENCWAIG, ESQ., an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

United Speciality Life and Annuity Corp.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:

LESLIE ALAN ROZENCWAIG, ESO

97 DEC 18 PM 4: 25
SECRETARY OF STATE
TALLAHASSEE FLORING