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CHARLES F. CARBIENER, JR.
ATTORNEY AT LAW

December 18, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

800002378768--4
-12/22/97--01038--006
****122.50 ****122.50

Re: Pacific Rim Insurance, Inc.
New Corporation Filing

Dear Sir/Madame;

I enclose two original, signed copies of the Articles of Incorporation for the above proposed new corporation which include the Certificate Designating Registered Agent and Registered Office..

Also enclosed is a check in the amount of \$122.50 in payment of the following fees:

| | |
|---------------------------------|-----------------|
| Filing Fee | \$ 35.00 |
| Certification of One Copy | 52.50 |
| Designation of Registered Agent | 35.00 |
| TOTAL | \$122.50 |

Please file and return one certified copy to my office at the above address. I may be contacted during normal business hours at (941) 936-3883.

Sincerely,

Charles F. Carbiener, Jr.
Attorney at law

CFC/gc

Enclosures as stated

97 DEC 22 PM 4:11
FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PACIFIC RIM INSURANCE, INC.

I, the undersigned natural person and resident of the State of Florida, acting as the sole incorporator of a corporation under the Florida General Corporation Act, hereby certify and adopt the following Articles of Incorporation.

I.

The name of the corporation is Pacific Rim Insurance, Inc.

The principal place of business of this corporation shall be:

2701 Bruce Street
Matlacha, Florida 33993

II.

The period of its duration is perpetual.

III.

The purposes of the corporation are:

1. To establish and maintain a company for the sale of insurance, and

2. To engage in the transaction of any or all lawful business permitted under the laws of the State of Florida.

IV.

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) with a par value of One Dollars (\$1.00) each for a total capitalization of Ten Thousand Dollars (\$10,000.00). One class of stock shall be issued and it shall be designated as common stock.

V.

The registered agent appointed by the corporation shall be:

Charles F. Carbiener, Jr.
Attorney at Law
5245 Big Pine Way, Suite 103
Fort Myers, Florida 33907

VI.

The number of directors constituting the initial board of directors is one (1), and the name and street address of the person who is to serve as the director thereof is as follows:

Name: William G. Armstrong
Address: 2701 Bruce Street
Matlacha, Florida 33993

VII.

The name and the street address of the sole incorporator to these Articles of Incorporation are as follows:

Name: William G. Armstrong
Address: 2701 Bruce Street
Matlacha, Florida 33993

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation, has executed these Articles of Incorporation this 18th day of December, 1997.

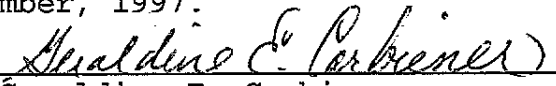

WILLIAM G. ARMSTRONG, Incorporator

NOTARY STATEMENT

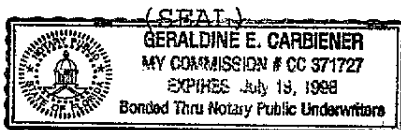
STATE OF FLORIDA)
COUNTY OF LEE)

I, HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State and County named above to take acknowledgements, personally appeared William G. Armstrong of Pacific Rim Insurance, Inc., to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 18th day of December, 1997.


Geraldine E. Carbiener
NOTARY PUBLIC, State of Florida
Commission No. 031248

My commission expires: 7-18-98.



CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and the registered agent, in the State of Florida.

1. The name of the corporation is Pacific Rim Insurance Inc.

2. The street address of the principal office is:

Street Address: 2701 Bruce Street
Matlacha, Florida 33993


3. The name, street address and telephone number of the registered agent are:

Registered Agent: Charles F. Carbiener, Jr.
Attorney at Law
Street Address: 5245 Big Pine Way, Suite 103
Fort Myers, Florida 33907
Telephone Number: (941) 936-3883


WILLIAM G. ARMSTRONG, President

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 OF THE FLORIDA STATUTES.

DATED: August 20, 1997


Charles F. Carbiener, Jr.
Attorney at Law

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TALLAHASSEE, FLORIDA