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January 15, 1998

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VIA FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Fidelity Surety Company, Inc.

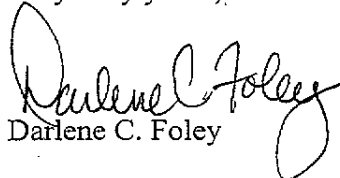
Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation of Fidelity Surety Company, Inc. and this firm's check in the amount of \$122.50 as the filing fee for the Articles. Please file the Articles and return a certified copy of same to me in the enclosed self addressed, stamped envelope.

If you encounter any difficulties with the filing of this document, please call me, collect if necessary, prior to returning the document to me.

Thank you for your attention to this matter.

Very truly yours,

  
Darlene C. Foley

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Enclosures  
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1-20-98

**ARTICLES OF INCORPORATION**  
**OF**  
**FIDELITY SURETY COMPANY, INC.**

FILED  
98 JAN 16 AM 11:18  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be: Fidelity Surety Company, Inc.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be: 2000 Avenue P, Suite 14, Riviera Beach, Florida 33404.

ARTICLE 3

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock without par value. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE 4

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 2000 Avenue P, Suite 14, Riviera Beach, Florida 33404, and the initial registered agent of this corporation at such office shall

be Steven D. Friedman. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

#### ARTICLE 5

##### Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

#### ARTICLE 6

##### Initial Board of Directors

The initial Board of Directors of this corporation shall consist of four (4) members, such members to hold office until their successors have been duly elected and qualified. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Samuel Krasney	2000 Avenue P, Suite 14, Riviera Beach, FL 33404
Irving Z. Friedman	2000 Avenue P, Suite 14, Riviera Beach, FL 33404
Marc Abrams	2000 Avenue P, Suite 14, Riviera Beach, FL 33404
Robert Sayre	2000 Avenue P, Suite 14, Riviera Beach, FL 33404

#### ARTICLE 7

##### Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
A.B. Glickman	1300 E. 9th St., Ste. 900, Cleveland, OH 44114

ARTICLE 8

Purposes and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

Affiliated Transactions

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.


  
\_\_\_\_\_  
A.B. Gliekman, Incorporator

## FIDELITY SURETY COMPANY, INC.

## ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Steven D. Friedman, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

Dated this 13 day of January, 1998.

  
Steven D. Friedman

FILED  
98 JAN 16 AM 11:18  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA