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ACCOUNT NO. : 072100000032

REFERENCE : 710216 4379232

AUTHORIZATION :

Patricia Puzos

COST LIMIT : \$ 70.00

ORDER DATE : February 18, 1998

ORDER TIME : 10:35 AM

ORDER NO. : 710216-005

CUSTOMER NO: 4379232

500002434055--1

CUSTOMER: Ms. Shaheeda B. Da Silva
ATLANTIC GULF COMMUNITIES
CORPORATION
9th Floor
2601 South Bayshore Drive
Miami, FL 33133

DOMESTIC FILING

NAME: SURPLUS RE INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
98 FEB 18 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
2-18-98

RECEIVED
98 FEB 18 PM 12:34
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
SURPLUS RE INTERNATIONAL, INC.**

FILED

98 FEB 18 PM 2: 58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME AND ADDRESS OF CORPORATION

The name of this corporation is SURPLUS RE INTERNATIONAL, INC., a Florida corporation. The address of the initial principal office is:

19710 S.W. 87 Place
Miami, Florida 33157

ARTICLE II: DURATION

The duration of this corporation is perpetual.

ARTICLE III: PURPOSE

The purpose of this corporation is to engage in any and all activities and businesses permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITALIZATION

The aggregate number of shares which this corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V: REGISTERED OFFICE AND AGENT

The registered agent and street address of the registered office of this corporation is:

Shaheeda B. Da Silva
19710 S.W. 87 Place
Miami, Florida 33157

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than two or more than seven. The following persons constitute the initial directors of the corporation who shall serve in that capacity until such director's successor is duly elected and has qualified or such director's death, resignation or removal:

Bruce Pestano
Jesus Liendo
Shaheeda B. Da Silva

Marcia H. Langley, Esq.
c/o Atlantic Gulf Communities Corporation
2601 South Bayshore Drive, Suite 900
Miami, Florida 33133
305-859-4231
Florida Bar No. 502057

ARTICLE VII: INITIAL OFFICERS

The following persons constitute the initial officers of the corporation, who shall serve in that capacity until such officer's successor is duly elected and has qualified or such officer's death, resignation or removal:

PERSON

**President
Vice President
Secretary**

NAME

**Bruce Pestano
Jesus Liendo
Shaheeda B. Da Silva**

ARTICLE VIII: INCORPORATOR

The name and street address of the Incorporator is:

**Shaheeda B. Da Silva
19710 S.W. 87 Place
Miami, Florida 33157**

ARTICLE IX: BY-LAWS

The board of directors shall adopt by-laws for the corporation. The by-laws may be amended or repealed by the shareholders or directors in any manner permitted by the by-laws.

ARTICLE X: AMENDMENT

The shareholders or the directors may amend these Articles of Incorporation in any manner now or hereafter provided for under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Incorporator has executed this instrument as of February 18, 1998.



**Shaheeda B. Da Silva
Incorporator**

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

FILED


98 FEB 18 PM 2: 58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 607.0501 of the Florida Business Corporation Act, **SURPLUS RE INTERNATIONAL, INC.**, desiring to organize as a corporation under the laws of the State of Florida, submits the following statements in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation be: SURPLUS RE INTERNATIONAL, INC., a Florida corporation
2. The name and address of the registered agent and the registered office of the corporation is:

**Shaheeda B. Da Silva
19710 S.W. 87 Place
Miami, Florida 33157**

By: 
Shaheeda B. Da Silva