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KIRKPATRICK & LOCKHART LLP

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN E. BLANCK  
(305) 539-3364  
BLANCKJE@KL.COM

March 19, 1998

Secretary of State of Florida  
Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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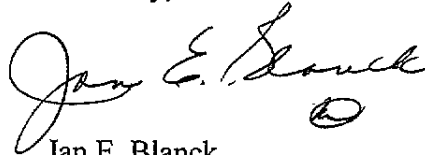
Re: Brokers & Underwriters, Inc.

Ladies and Gentlemen:

Enclosed for filing with your office are Articles of Incorporation, in duplicate, as prepared for Brokers & Underwriters, Inc., a proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 in payment of filing fees and a certified copy of the Articles. Please return the certified copy to Troy J. Rillo of these offices.

Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,  
Lawyer's Assistant to Troy J. Rillo

cc: Troy J. Rillo, Esq.

P. Hall

MAR 23 1998

**ARTICLES OF INCORPORATION  
OF**

**BROKERS & UNDERWRITERS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Brokers & Underwriters, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation (the "Corporation") is Brokers & Underwriters, Inc.

**ARTICLE II**

**ADDRESS**

The street address of this Corporation shall be 4000 Hollywood Boulevard, Suite 625 South, Hollywood, Florida 33021.

**ARTICLE III**

**DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE IV**

**PURPOSE**

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida.

**ARTICLE V**

**CAPITAL STOCK**

The maximum number of shares of stock which this Corporation is authorized to issue is 1,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE VI**

**REGISTERED OFFICE AND AGENT**

The street address of the Corporation's office shall be c/o Kirkpatrick & Lockhart LLP, 20<sup>th</sup> Floor, 201 South Biscayne Boulevard, Miami, Florida 33131, and the registered agent for the Corporation at that address shall be Troy J. Rillo.

**ARTICLE VII**

**INCORPORATOR**

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

Name

Address

Troy J. Rillo

c/o Kirkpatrick & Lockhart LLP  
201 South Biscayne Boulevard  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19<sup>th</sup> day of March, 1998.

  
\_\_\_\_\_  
Troy J. Rillo  
Incorporator

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**CERTIFICATE OF REGISTERED AGENT**

MAR 20 PM 3:46

**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BROKERS & UNDERWRITERS, INC.**

Having been named to accept service of process for Brokers & Underwriters, Inc. at the place designated in the foregoing Articles of Incorporation, Troy R. Rillo agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: 3/19, 1998.

  
\_\_\_\_\_  
Troy J. Rillo