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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Ruchman Associates of Florida

FILED  
98 MAR 24 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES ONLY

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DIVISION OF CORPORATION  
98 MAR 24 PM 12:26  
TALLAHASSEE, FLORIDA

Ordered By: K. Rolfe **MAR 24 1998**

Date: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

RUCHMAN ASSOCIATES OF FLORIDA, INC.

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The undersigned, incorporator, for the purpose of organizing a corporation for profit (hereinafter called the "Corporation"), pursuant to the provisions of the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**FIRST:** The name of the corporation is Ruchman Associates of Florida, Inc.

**SECOND:** The principal place of business and mailing address of the corporation is c/o Ruchman Associates, Inc., 21 Morris Avenue, P.O. Box 106, Rockville Centre, New York 11571.

**THIRD:** The number of shares that the corporation is authorized to issue is 1000, all of which are without par value and classified as Common shares.

**FOURTH:** The name and address of the initial registered agent is NRAI Services, Inc., 526 East Park Avenue, Tallahassee, Florida 32301.

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**FIFTH:** The name and the address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
BURT A. LEWIS	1133 Avenue of the Americas New York, N.Y. 10036-6799

**SIXTH:** Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

**SEVENTH:** The purposes for which the corporation is organized in addition to engaging in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To serve as an insurance broker and agency.

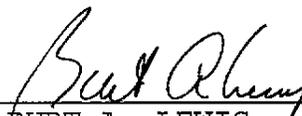
To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory or by construction of law.

**EIGHTH:** The duration of the corporation shall be perpetual.

**NINTH:** The personal liability of the directors and shareholders of the corporation shall be limited to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act as the same may be amended and supplemented from time to time.

TENTH: The corporation, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, shall indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The undersigned incorporator has executed these Articles of Incorporation the 18th day of March, 1998.



BURT A. LEWIS  
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI Services, Inc.

By: Regina Clerk, Assistant Secretary

Date: March 23, 1998

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