

P9800003434

SALOMON, KANNER, DAMIAN & RODRIGUEZ, P.A.

ATTORNEYS AT LAW

2550 BRICKELL BAYVIEW CENTRE

80 S.W. 8TH STREET

MIAMI, FLORIDA 33136

JUAN E. RODRIGUEZ

FILED
98 APR 13 PM 12:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PHONE (305) 379-1681
TELECOPY (305) 374-1719

April 10, 1998

Via Federal Express

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

700002486727--0

-04/13/98--01060--009
***122.50 ***122.50

EFFECTIVE DATE

4-10-98

Re: Ashley Insurance Agency, Inc.
Our File Nos. 94-5555

Dear Sir or Madam:

Enclosed are the original and one (1) copy of the Articles of Incorporation of Ashley Insurance Agency, Inc., a Florida corporation. We would appreciate your filing these and sending us a certified copy with the applicable filing information in the enclosed self addressed stamped envelope. We are enclosing our firm's check in the amount of One Hundred Twenty Two and 50/100 (\$122.50) Dollars to cover to following costs:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00

Total \$122.50

Thank you for your prompt attention to this matter.

Very truly yours,


Juan E. Rodriguez

JER/td

Encl. (as stated)

P. Hall

APR 15 1998

ARTICLES OF INCORPORATION
OF
ASHLEY INSURANCE AGENCY, INC.

FILED
98 APR 13 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

The name of this corporation shall be:

ASHLEY INSURANCE AGENCY, INC.

EFFECTIVE DATE
4-10-98

ARTICLE II

Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of this corporation, shall be to conduct any business operation legal under the laws of the State of Florida.

ARTICLE III

Capital Stock

1. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock with no 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 other property (tangible or intangible) or in labor or services actually performed for 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.

2. In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV

Existence of Corporation

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence on the date these Articles of Incorporation are subscribed to and acknowledged, if these Articles are filed with the Department of State within five (5) days after subscription and execution. If filed after such five (5) days, the existence of this corporation shall commence upon the filing of these Articles with the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

ARTICLE V

Corporation's Principal Office

The Corporation's principal office shall be located at 80 S.W. 8th Street, Suite 2550, Miami, Florida 33130.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 80 S.W. 8th Street, Suite 2550, Miami, Florida 33130, and the initial registered agent of this corporation at such office shall be Juan E. Rodriguez. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. 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. A quorum for the transaction of business at meetings of the directors shall be a

of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors shall consist of one (1) member, such member is to hold office until his successor has been duly elected and qualified. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Emilio V. Fernandez	80 S.W. 8th Street Suite 2550 Miami, Florida 33130

ARTICLE VIX

Incorporator

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

<u>Name</u>	<u>Address</u>
Emilio V. Fernandez	80 S.W. 8th Street Suite 2550 Miami, Florida 33130

ARTICLE X

By-Laws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or

requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

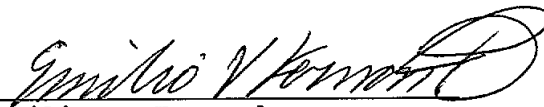
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

Applicability of Section 607.0901

The provisions of Section 607.0901, Florida Statutes, shall be inapplicable to this corporation.

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

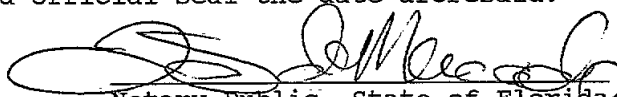

Emilio V. Fernandez

STATE OF FLORIDA

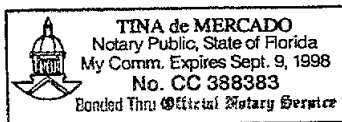
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, on this 10th day of April, 1998, personally appeared Emilio V. Fernandez to me well known to be the person described in and who produced a Florida Drivers License as identification.

WITNESS my hand and official seal the date aforesaid.


Notary Public, State of Florida
at Large:

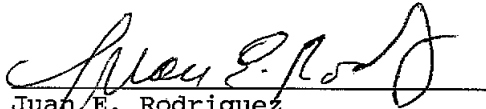
My Commission Expires:



ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **Juan E. Rodriguez**, 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 Section 607.0505, Florida Statutes.

DATED this 10th day of April, 1998.


Juan E. Rodriguez

FILED
98 APR 13 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA