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ATTORNEY AT LAW

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April 13, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: New Corp. Filing  
"INSURANCE MART INC."

200002500292--2  
-04/24/98--01109--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

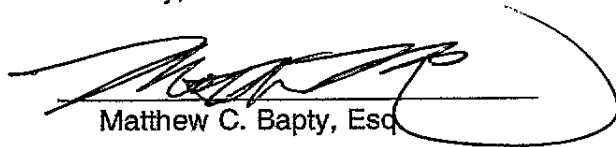
Dear Sir/Madam:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$ 78.75 to cover the filing fee, certificate charge, and designation of registered agent.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having stamped and returned to the above address, with the certificate.

FILED  
98 APR 24 PM 4: 08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Sincerely,

  
Matthew C. Bapty, Esq

AK 4-27-98

ARTICLES OF INCORPORATION  
OF  
INSURANCE MART INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

FILED  
98 APR 24 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be INSURANCE MART INC..

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 3935 N.W. 26th Street, Miami, Florida, 33142, and the name of the initial Registered Agent for the corporation at that address is Jose Ignacio Gonzalez.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

JOSE IGNACIO GONZALEZ

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

LISA GONZALEZ  
9451 S.W. 65th Street  
Miami, Florida 33173

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this \_\_\_\_\_ day of April, 1998.

Incorporator:

+ Lisa Gonzalez

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was executed and acknowledged before me this 22<sup>nd</sup> day of April, 19 98, by



JOSE VILARCHAO JR  
Notary Commission CC472827  
Expires Jun. 14, 1999  
Bonded by HAI  
800-422-1656

[Signature]  
Notary Public  
State of Florida  
My Commission Expires:  
6-14-1999

CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA, AND NAMING THE  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of the State of Florida,  
the following is submitted.

That, desiring INSURANCE MART INC. qualify under the laws of  
the State of Florida, with its principal place of business in the  
City of Miami, State of Florida, has named Jose Ignacio Gonzalez,  
located at 3935 N.W. 26th Street, Miami, Florida, 33142, City of  
Miami, State of Florida, as its Registered Agent  
to accept service of process within the State of Florida.

DATED: 04/22/98

X Lisa Gonzalez  
By: X Lisa Gonzalez  
(Corporate Signature)

\_\_\_\_\_  
(Title)

Having been named to accept service of process for the above  
stated corporation at the place designated above, I HEREBY AGREE  
TO ACT in this capacity and agree to comply with the provisions  
of all statutes relative to the proper and complete performance  
of my duties.

DATED: 04/22/98

X Jose I. Gonzalez  
(Registered Agent)

FILED  
98 APR 24 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA