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LAW OFFICES

WEST & FEINBERG, P.C.

RONALD D. WEST (MD, DC)
MARC R. FEINBERG (MD, DC, CT)
MICHAEL B. GLUCKSTERN (MD)
LAWRENCE S. STERN (MD)
STEVEN W. JACOBSON (MD, DC, GA)
JOE L. LEONE (MD, DC, FL, VA)
AMY L. KERXTON (MD, DC)
STEPHANIE L. MCINTYRE (MD, VA)

SUITE 775N
4550 MONTGOMERY AVENUE
BETHESDA, MARYLAND 20814
(301) 951-1500
FAX: (301) 951-1525

WRITER'S DIRECT NUMBER IS

951-1505

June 18, 1998

VIA FEDERAL EXPRESS

Division of Corporations
Department of State
409E Gaines Street
Tallahassee, Florida 32399

300002565513-2
-06/18/98-01065-014
****122.50 ****122.50

Re: Biscayne Insurance Agency, Inc.

~~Biscayne Insurance Agency, Inc.~~
Our File No. 16616

Gentlemen:

I enclose for filing the original and one copy of Articles of Incorporation for each of the above corporations, along with our two (2) checks in the amount of \$122.50 each for the filing fees.

Please call me if you have any questions or if additional information is requested.

Sincerely yours,

Polly S. Sampson
Polly S. Sampson
Corporate Paralegal

PSS
Enclosures

FILED
98 JUN 19 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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6-22-98
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ARTICLES OF INCORPORATION
OF
BISCAYNE INSURANCE AGENCY, INC.

98 JUN 19 PM 1:41
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, acting as incorporator of BISCAYNE INSURANCE AGENCY, INC. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is: BISCAYNE INSURANCE AGENCY, INC.

ARTICLE II - COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence at such time as these Articles of Incorporation are accepted by the Florida Secretary of State.

ARTICLE III - DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV - PURPOSE

The general purpose or purposes for which the Corporation is organized is to:

(a) Conduct and operate a general insurance agency business in all lines of insurance and to represent as agent or broker insurance companies organized or admitted to do business in Florida; to serve as general agent, manager, or in other representative capacities insurance companies organized or admitted to do an insurance business in this state and to appoint sub-agents, brokers or salesmen for the companies under the terms of any contract with the insurance companies; to promote the affairs of insurance companies and to advise and counsel, to the extent permitted by the Florida General Corporation Act, with respect to insurance underwriting and to consult with or serve as broker for assureds in dealing with insurance companies and insurance problems; to act as insurance agent, broker or solicitor in the sale or negotiation of all forms of insurance; and to deal with and engage in all of the activities enumerated in these purposes as owner, proprietor, manager or agent for others on any legitimate contractual basis; and

(b) Transact any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares of that the Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal and initial registered office of the Corporation is 1620 Drexel Avenue, Miami Beach, Florida 33139, and the name of the Corporation's initial registered agent at that address is Neal R. Deputy.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The initial director of the Corporation shall be Thane Kerner, 310 Main Street, Charlottesville, Virginia 22903, who shall serve in such capacity until the first annual meeting of the stockholders, or until his successor is duly elected and qualified.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Brooks B. Gracie III, Esq.	West & Feinberg, P.C. 4550 Montgomery Avenue Suite 775N Bethesda, Maryland 20814

ARTICLE IV - INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as Officers or Directors of the Corporation, and each person who serves at the request of the Corporation as a Director or Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in

connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of June, 1998.

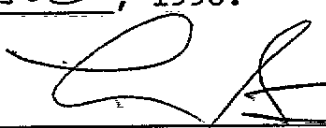


Brooks B. Gracie III, Incorporator

STATE OF MARYLAND)
) SS:
COUNTY OF MONTGOMERY)

Before me, the undersigned authority, personally appeared Brooks B. Gracie, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me, that he executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Bethesda, Montgomery County, Maryland this 18 day of June, 1998.



Notary Public, State of Maryland
at Large

My Commission Expires:

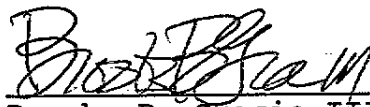
LAWRENCE S. STERN
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires January 1, 2002

\\6616\\BISCAYNE.ART

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida statutes, the following is submitted:

That BISCAYNE INSURANCE AGENCY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami Beach, State of Florida, has named Neal Deputy, who resides at 1620 Drexel Avenue, Miami Beach, Florida 33139, as its agent to accept service of process within Florida.



Brooks B. Gracie III, Incorporator

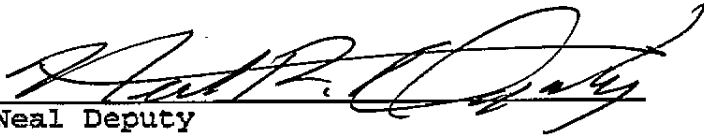


Date

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for BISCAYNE INSURANCE AGENCY, INC. in the foregoing Articles of Incorporation I, on behalf of BISCAYNE INSURANCE AGENCY, INC., hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of F.S. §607.325.

BISCAYNE INSURANCE
AGENCY, INC.


Neal Deputy

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FILED
98 JUN 19 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA