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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305) 552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

400002581694--9

-07/07/98--01078--018

\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

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

1. U.S. INSURANCE CONSULTANT, INC  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)



Walk in



Pick up time

2.00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

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

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

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
U.S. INSURANCE CONSULTANT, INC.

FILED  
98 JUL -7 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the Laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is: U.S. INSURANCE CONSULTANT, INC.

ARTICLE II - Duration

The corporation is to commence its corporate existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE III - Purpose

The corporation is organized for the purpose of: Transacting any or all lawful buisness.

ARTICLE IV - Stated Capital

This corporation shall have authority to issue 500 shares of One (\$1.00) par value common stock.

Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to 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. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V - Preference, Limitations and Relative Rights of Shares  
of Capital Stock

Section 1. Rights upon liquidation or dissolution.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2. Voting rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - Preemptive Rights

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation and the principal office is: 4430 S.W. 11 St.  
Miami, Fl. 33134

and the name of the initial registered agent of this corporation at that address is: LUCIA FRAGA

ARTICLE VIII - Initial Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

Any and all the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

This corporation shall have (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation, who shall hold office until their successors, who shall be chosen at the first meeting of the shareholders, is:

LUCIA FRAGA, 4430 S.W. 11 St., Miami, Fl. 33134

ELIZABETH ANDRADE, 10786 S.W. 88 St. # D-19, Miami, Fl. 33176

#### ARTICLE IX - Conflict of Interest

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any Director individually or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

#### ARTICLE X - Assignment of Subscriptions

The original subscribers to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver their subscriptions to any other person, firm or corporation (upon the approval of the Board of Directors) who may thereafter become subscribers to the capital stock of this corporation, who, upon

acceptance of such assignment, shall stand in lieu of the original subscribers, and assume and carry out all the rights, liabilities and duties entailed by such subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment; provided, however, that any but not all, of said subscriptions may be assigned by the subscribers to the corporation so that less than the numbers of shares subscribed for may be initially issued to the stockholders.

#### ARTICLE XI - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent permitted by law.

#### ARTICLE XII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend, or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE XIII - Amendment

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

#### ARTICLE XIV - Incorporator(s)

The name(s) and address(es) of the subscriber(s) of these Articles of Incorporation is:

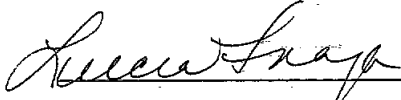
LUCIA FRAGA, 4430 S.W. 11 St., Miami, Fl. 33134

ELIZABETH ANDRADE, 10786 S.W. 88 St. #D-19, Miami, Fl. 33176

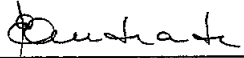
#### ARTICLE XV - Initial Place of Business

The initial place of business is: 5860 #2 S.W. 8 St., Miami, Fl. 33144

IN WITNESS WHEREOF, the parties named below have hereby  
executed these Articles of Incorporation for the uses  
and purposes herein stated.



LUCIA FRAGA  
Incorporator and Registered  
Agent



ELIZABETH ANDRADE  
Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary  
Public duly authorized in the State and County named  
above to take acknowledgements, personally appeared:

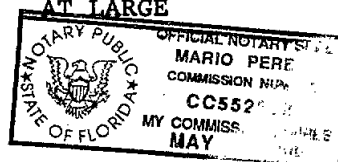
LUCIA FRAGA, 4430 S.W. 11 St., Miami, Fl. 33134

to me known to be the person(s) described as subscriber(s)  
to the foregoing Articles of Incorporation, in and who  
executed the same, and acknowledged before me that they  
executed the same freely and voluntarily, for the uses  
and purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida,  
this 2 day of July, 1998




Notary Public of the  
STATE OF FLORIDA  
AT LARGE



STATE OF FLORIDA  
COUNTY OF DADE

I, THE UNDERSINING, HEREBY CERTIFY that I accept  
the appointment as a Registered Agent of the  
corporation: U.S. INSURANCE CONSULTANT, INC.

which registered office is: 5860 #2 S.W. 8 St. Miami, FL, 33144

  
LUCIA FRAGA  
Registered Agent

WITNESS my hand and official seal at Dade County, Florida,  
this 2 day of July, 19 98.

FILED  
98 JUL -7 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA