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ACCOUNT NO. : 072100000032

REFERENCE : 887271 8971A

AUTHORIZATION : Patricia Pizute

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF CORPORATION  
DIVISION OF CORPORATION  
98 JUL 10 PM 2:28

ORDER DATE : July 10, 1998

ORDER TIME : 11:16 AM

ORDER NO. : 887271-005

CUSTOMER NO: 8971A

CUSTOMER: Ms. Sandra Hernandez  
RICHARD J. DIAZ, ESQ

700002585287--5

2701 Southwest 3rd Avenue

Miami, FL 33129

DOMESTIC FILING

NAME: ELITE INSURANCE UNDERWRITERS,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

RECEIVED  
98 JUL 10 PM 12:10  
DIVISION OF CORPORATION

7-10  
495

Charter No. \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**ELITE INSURANCE UNDERWRITERS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 10 PM 2:28

**ARTICLE I - NAME**

The name of this corporation is ELITE INSURANCE UNDERWRITERS, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the Certificate with the Secretary of State, State of Florida.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the Florida General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "Common Stock". The Corporation may, from time to time, authorize and/or issue additional shares.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 10690 S.W. 7<sup>TH</sup> Terrace, Miami, Florida 33174, and the name of the initial Registered Agent of this Corporation is Juan V. Pulles. The principal place of business is 10690 S.W. 7<sup>th</sup> Terrace, Miami, Florida 33174, Miami-Dade County, Florida.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one (1) director(s) initially. The number of directors may be either be increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names of the initial officers and directors of this corporation are:

Juan V. Pulles	President, Director
10690 S.W. 7 <sup>th</sup> Terrace	
Miami, Florida 33174	

#### ARTICLE VIII - INCORPORATOR

The name and address of the incorporator, signing these Articles is:

Juan V. Pulles, Esq.  
10690 S.W. 7<sup>th</sup> Terrace  
Miami, Florida 33174

#### ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his/her votes by giving one (1) candidate as many votes as the number of directors to be elected at that time multiplied by the number of his/her shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51 %) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder(s).

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR  
SHAREHOLDERS WITH RESPECT TO DISSOLUTION

The affirmative vote of fifty-one (51 %) percent of the issued shares of this Corporation, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

ARTICLE XII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to adjust the compensation of officers and directors of this corporation.

ARTICLE XIII - SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

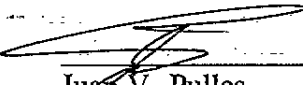
ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by Florida law.

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 9th day of July, 1998.

  
\_\_\_\_\_  
Juan V. Pulles  
Incorporator

STATE OF FLORIDA)  
COUNTY OF DADE )

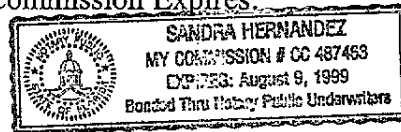
This foregoing instrument was acknowledged before me this 9<sup>th</sup> day of July, 1998 by Juan V. Pulles, as incorporator for ELITE INSURANCE UNDERWRITERS, INC., who personally appeared before me at the time of notarization and who is personally known to me or has produced \_\_\_\_\_ as identification and who (did/did not) take an oath.

NOTARY PUBLIC:

sign: Sandra Hernandez  
print: Sandra Hernandez

State of Florida at Large

My Commission Expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST, THAT ELITE INSURANCE UNDERWRITERS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED JUAN V. PULLES, AS REGISTERED AGENT, LOCATED AT 10690 S.W. 7<sup>th</sup> TERRACE, MIAMI, FLORIDA 33174 AS THE AGENT UPON WHOM PROCESS MAY BE SERVED. THE PRINCIPAL ADDRESS OF THE BUSINESS IS 10690 S.W. 7<sup>th</sup> TERRACE, MIAMI, FLORIDA 33174.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: \_\_\_\_\_

Juan V. Pulles  
Incorporator

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 JUL 10 PM 2:28

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: \_\_\_\_\_

JUAN V. PULLES  
(REGISTERED AGENT)

DATED: \_\_\_\_\_

7/9/98