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August 24, 1998

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

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-08/25/98--01051--006

***122.50 ***122.50

Re: Beauca Insurance, Inc.

Gentlemen:

Enclosed you will find original and one copy of Articles of Incorporation for the above named corporation. Please file and return a certified copy to this office. My check is also enclosed to cover the following fees:

Filing fee	\$ 35.00
Certified copy fee	52.50
Registered agent fee	<u>35.00</u>
Total:	\$122.50

Thank you for your assistance in this matter.

Very truly yours,


ANDRE' R. FOURNIER, ESQ.

ARF:jec

Enclosures as noted

VIA FEDERAL EXPRESS

FILED
98 AUG 25 PM 1:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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7-27-98
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FILED
98 AUG 25 PM 1:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BEAUCAL INSURANCE, INC.

We, the undersigned, herein associate ourselves together and make, subscribe, acknowledge and file with the Secretary of the State of Florida, Tallahassee, Florida, these Articles of Incorporation for the purposes of forming a Corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

BEAUCAL INSURANCE, INC.

ARTICLE II

That the Corporation shall engage in any enterprise or business permitted by law.

ARTICLE III

The maximum number of shares of stock of this Corporation authorized to have outstanding at any time shall be 900, at \$1.00 par value.

All shares of stock shall be fully paid and non-assessable. No transfer of stock shall be binding upon this Corporation unless made upon the books of this Corporation, and all certificates of stock shall be signed by the officers as may be designated by the Board of Directors, and, until changed by the Board of Directors, they shall be signed by the President and the Secretary of the Corporation.

The common stock shall have the right at each shareholder's meeting to one vote for each share standing in his name on the books of the Corporation, which right may be exercised in person or by proxy.

ARTICLE IV

This Corporation shall begin business with a Capital of not less than \$500.00. The undersigned incorporator does hereby state that there has already been paid into the Corporation on behalf of the subscriber set forth herein the sum of \$500.00.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The principal place of this business shall be:

8475 Bird Road
Miami, Florida 33143

ARTICLE VII

The name and address of the first Board of Directors who shall hold office until the organizational meeting of this Corporation and until their successor(s) is/are elected and have qualified is/are:

LEONARD BOATWRIGHT
GREGORY CAREY
GUSTAVO BRITOS

ARTICLE VIII

The following named individual will serve as Registered Agent, his address for service is:

Gregory Carey **8475 Bird Road**
 Miami, Florida 33143

ARTICLE IX

The name and address of the Officers of this Corporation who, subject to this Charter, the By-laws of this Corporation, and the Laws of the State of Florida, shall hold office for the first year of existence of this Corporation or until successors have been duly elected and qualified are:

PRESIDENT:

GREGORY CAREY
8475 Bird Road
Miami, Florida 33143

VICE PRESIDENT:

GUSTAVO BRITOS
8475 Bird Road
Miami, Florida 33143

SECRETARY / TREASURER:

LEONARD BOATWRIGHT
8475 Bird Road
Miami, Florida 33143

ARTICLE X

The name and address of each subscriber of these Articles of Incorporation and the number of shares he/she agrees to take are:

LEONARD BOATWRIGHT
GREGORY CAREY

225 Shares
225 Shares

ARTICLE XI

The Corporation has the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter described by statute, and all the rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

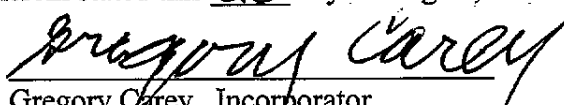
The aforementioned common stock, or any part thereof, any be issued for real property actually rendered to the Corporation, or for cash, or for the equivalent of cash, as provided by law, and in such manner, at such times and in such installments as may be prescribed by the Board of Directors. Shareholders shall have pre-emptive rights.

ARTICLE XIII

The registered corporate office of this Corporation is:

8475 Bird Road
Miami, Florida 33143

IN WITNESS WHEREOF, we the undersigned, have executed these Articles of Incorporation for the uses and the purposes herein stated this 20 day of August, 1998.


Gregory Carey, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING instrument was acknowledged before me this 20 day of August,

1998, by **Gregory Carey**, who is personally known to me and who did take an oath.

Monica Delgado

Notary Public, State of Florida at Large



"OFFICIAL SEAL"
Monica E. Delgado
My Commission Expires 3/26/2000
Commission #CC 542850

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
FOR SERVICE OF PROCESS**

Having been named as Registered Agent, I do hereby accept and agree to act in the capacity as Registered Agent for the above named corporation, and agree to comply with the provisions of Chapter 48 Florida Statutes relative to keeping open said office as required.

Dated this 20 day of August, 1998.

Gregory Carey

Gregory Carey
8475 Bird Road
Miami, Florida 33143

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA