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**TRANSMITTAL LETTER
FOR FLORIDA CORPORATION**

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

500002696035--6
-11/25/98--01002--010
*****70.00 *****70.00

SUBJECT: Urban Underwrites, Inc.
(Proposed corporation name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

✓ \$ 70.00
Filing Fee

\$ 78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified
Copy, &
Certificate

ADDITIONAL COPY REQUIRED

FROM: Robert F. Reyes
Name (Printed or Typed)
101 N. Gadsden Street
Address
Tallahassee, Florida 32301
City, State & Zip
(850) 222-6656
Daytime Telephone Number

RECEIVED
98 NOV 24 PM 3:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*Call when
Ready*

NOTE: Please provide the original and one copy of the Articles.

T. SMITH NOV 24 1998

**ARTICLES OF INCORPORATION
OF
URBAN UNDERWRITERS, INC.**

ARTICLE I

NAME

The name of the Corporation shall be Urban Underwriters, Inc. The principal place of business of the Corporation shall be 7640 Southgate Boulevard, Suite 11B, North Lauderdale, Florida 33068.

ARTICLE II

NATURE OF BUSINESS

The purpose of the Corporation is to engage in any business permitted by Florida law.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$10 per share.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V

REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be at 101 North Gadsden Street, Tallahassee, Florida 32301 and the initial registered agent of this Corporation at such office

shall be Robert F. Reyes who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office to receive service of process from the Treasurer and Insurance Commissioner of the State of Florida.

ARTICLE VI

INCORPORATORS

The corporation shall have one (1) incorporator, who is a United States citizen and who is over the age of eighteen. The name and resident address of the incorporator is:

Name

Address

Frances Wallach

3730 Inverrary Drive
Lauderhill, FL

ARTICLE VII

DIRECTORS

SECTION 1. The Corporation shall have one director, who is a United States citizen and who is over the age of eighteen. The name and residence street address of the director, whose initial terms of office shall be for one year, is:

Name

Address

Frances Wallach

3730 Inverrary Drive
Lauderhill, FL

SECTION 2. All corporate powers shall be exercised by or under the authority of the directors and the business and affairs of the Corporation shall be managed and administered pursuant to the policies adopted by the directors.

SECTION 3. The qualification, election and tenure of the directors shall be provided for in the Bylaws.

SECTION 4. A member of the Board of Directors is not personally liable for monetary damages to any person, including but not limited to the Corporation, for any statement, vote, decision, or failure to act, regarding the management or policies of the Corporation, by such director, unless:

A. The director breached or failed to perform his duties as a director: and

B. The director's breach of or failure to perform, his duties constitutes:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A final judgment or other final adjudication against a director in any criminal proceeding for violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly; or

(3) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. For purposes of these articles of incorporation, the term "recklessness" means the acting, or omission to act, in conscious disregard of a risk:

(a) Known, or so obvious that it should have been known, to the director; and

(b) Known to the director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

SECTION 5. Directors may be removed by the stockholders with or without cause.

ARTICLE VIII

INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the Corporation has caused its incorporators to execute these Articles of Incorporation this 23rd day of November, 1998.

URBAN UNDERWRITERS, INC.

Frances Wallach

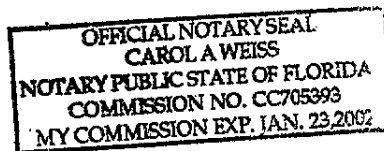
STATE OF Florida

COUNTY OF Broward

The foregoing instrument was acknowledged before me this 23rd day of November 1998,
by Frances Wallach, Incorporator, who is personally known to me or who has produced
_____ as identification and who did (did not) take an oath.

SEAL

Carol A. Weiss
Notary Public



**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is:

Urban Underwriters, Inc.

2. The name and address of the registered agent and office is:

Robert F. Reyes

(Name)

101 N. Gadsden Street

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Robert F. Reyes

11/24/98
(Date)