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LORD, BISSELL & BROOK

115 SOUTH LA SALLE STREET
CHICAGO, ILLINOIS 60603

(312) 443-0700
CABLE: LOWIRCO CGO
TELEX: 25-3070
TELECOPY: (312) 443-0336

LOS ANGELES OFFICE
300 SOUTH GRAND AVENUE, 8TH FLOOR
LOS ANGELES, CALIFORNIA 90071-3200
(213) 485-1500
TELECOPY: (213) 485-1200

ATLANTA OFFICE
ONE ATLANTIC CENTER
1201 W. PEACHTREE STREET, SUITE 3700
ATLANTA, GEORGIA 30309
(404) 870-4600
TELECOPY: (404) 872-5547

LONDON OFFICE
LLOYD'S, SUITE 995
1 LIME STREET
LONDON EC3M 7DD ENGLAND
0171-327-4534
TELECOPY: 0171-929-2250

WRITER'S DIRECT DIAL NUMBER:

(312) 443-0410

December 16, 1998

Office of the
Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee, FL 32399

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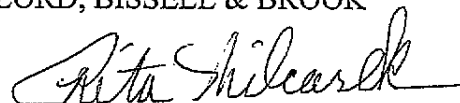
Dear Madam or Sir:

Enclosed - in duplicate - are the articles of incorporation of U.S.A. Insurance Solutions, Inc., along with a check for \$78.75 in payment of the required filing and certification fees. This law firm was advised by your office on December 2 that the corporate name is currently available for use.

At the earliest opportunity, please have the articles filed, and forward one certified copy to me as soon as possible. A self-addressed envelope is attached. I appreciate your attention to this request; feel free to call the undersigned if you require any additional information relative to the foregoing.

Very truly yours,

LORD, BISSELL & BROOK



By: Rita Milcarek
Corporate Legal Assistant

For: Jeffery K. Hoelzel

rm
Enclosures

Delivery via
Federal Express

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 AM 9:03

B. BROCK DEC 21 1998

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

U.S.A. Insurance Solutions, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2875 Northwest 191st St.

Suite 400A

Miami, Florida 33180

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares of common stock

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Bradley Meier

2875 Northeast 191st St.

Suite 400A

Miami, Florida 33180

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Donald T. DeCarlo

One Penn Plaza, Suite 1926

New York, NY 10119

Donald T. DeCarlo

Signature/Incorporator

12/8/98

Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation 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.

Bradley Meier

Signature/Registered Agent

12/10/98

Date

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS