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LAW OFFICES OF
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February 1, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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RE: *Florida Surety Associates, Inc.*

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation, to-wit:

Florida Surety Associates, Inc.

The corporation shall have 1,000 shares with a par value of \$1.00 per share.

Please mail the conformed Articles of Incorporation and certificate under seal to the above addressed law firm.

If I can be of service, please feel free to contact me.

Very truly yours,

Gary I. Gassel

GIG/jb
Enclosure
doc.1

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99 FEB -4 PM 2:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FLORIDA SURETY ASSOCIATES, INC.**

ARTICLE I - NAME

The name of the corporation is: FLORIDA SURETY ASSOCIATES, INC.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by the corporation is: The brokering and selling of insurance.

(a) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, pension funds and plans, or any other type of investment, to own real and personal property.

(b) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation of any amendment thereof, necessary or incidental to the protection and benefit of the corporation, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purpose or object of the corporation.

The foregoing paragraph shall be construed as enumerating both objects and purpose

of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purpose shall not be held to limit or restrict in any manner the purpose of the corporation otherwise permitted by law.

ARTICLE II - CAPITAL STOCK

The maximum number of stock that the corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE III - INITIAL CAPITAL

The amount of capital with which the corporation will be beginning business is \$10.00

ARTICLE IV - DURATION

This corporation is to exist perpetually.

ARTICLE V - PRINCIPAL ADDRESS

The initial post office address of the principal office of the corporation in the State of Florida is 1715 Stickney Point Road, Suite A-12, Sarasota, Florida 34231. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VI - DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board of Directors shall not be less than one; and

subject to such minimum may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed the number shall be one.

ARTICLE VII - INITIAL DIRECTORS

The name(s) and address(es) of the members of the initial Board of Directors is:

Michael P. Fehily
1715 Stickney Point Road
Suite A-12
Sarasota, Florida 34231.

ARTICLE VIII - SUBSCRIBER

The name(s) and address(es) of each person signing the Articles of Incorporation as a subscriber is:

Michael Fehily
1715 Stickney Point Road
Suite A-12
Sarasota, Florida 34231.

ARTICLE IX - REGISTERED AGENT

The initial registered agent of the corporation is:

Michael Fehily
1715 Stickney Point Road
Suite A-12
Sarasota, Florida 34231

ARTICLE X - PREEMPTIVE RIGHTS

The shareholders shall not preemptive rights to purchase shares of corporate stock at any corporate offering.

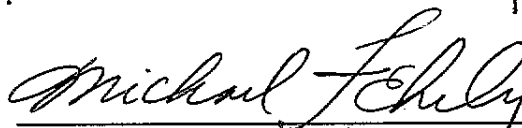
ARTICLE XII - AMENDMENT

The Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the shareholders sign in a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE XIII - CONSTRUCTION

The Articles of Incorporation are to be construed under the laws of the State of Florida, and shall control where consistent, and where they conflict, said laws of the State of Florida shall be controlling.

IN WITNESS WHEREOF, we the subscribers have executed these Articles of Incorporation this 26th day of January, 1999.


MICHAEL P. FEHILY, Subscriber

STATE OF FLORIDA)
)
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MICHAEL P. FEHILY, known to be the person described in and who executed the foregoing Articles of Incorporation and duly acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this
20th day of Jan, 1999.

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
GARY I. GASSEL
COMMISSION # CC703849
EXPIRES 1/29/2002
BONDED THRU ASA 1-888-NOTARY1


NOTARY PUBLIC

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

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

FIRST--THAT FLORIDA SURETY ASSOCIATES, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF SARASOTA, STATE OF FLORIDA, HAS NAMED MICHAEL P. FEHILY, LOCATED AT 1715 Stickney Point Road, Suite A-12, CITY OF SARASOTA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Michael Fehily

Corporate Officer

Pres

Title

1-26-99

Date

99 FEB -4 PM 2:25
DIVISION OF
TALLAHASSEE
FLORIDA

FILED

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

Michael Fehily

Signature

1-26-99

Date