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MASTER OF LAWS (LL.M.) IN ESTATE PLANNING
WILLS, TRUSTS AND ESTATES
REAL ESTATE LAW

P99000038989

VIA FEDERAL EXPRESS

April 23, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700002855717--4
-04/28/99--01121--005
*****78.75 *****78.75

Re: Salem Insurance, Inc.

To Whom It May Concern:

Enclosed are original and copy of Articles of Incorporation of Salem Insurance, Inc. and Certificate Designating Place of Business of Domicile for the Service of Process, etc. in connection with the corporation referred to above. Also enclosed is check for \$78.75. Once the corporation has been filed, please forward to my office a certified copy of the articles.

Thank you for your cooperation and courtesy. If you should have any questions, please let me know.

Sincerely,

Richard P. Breger / RMS

Richard P. Breger

RPB/rms
Enclosures

FILED
99 APR 26 PM
SECRETARY OF
TALLAHASSEE, FL

T. SMITH APR 29 1999

ARTICLES OF INCORPORATION
OF
SALEM INSURANCE, INC.

FILED
99 APR 26 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is SALEM INSURANCE, INC., and the principal address of this corporation is 740-71st Street, Miami Beach, FL 33141.

Article II - Duration

This Corporation shall exist perpetually.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

Article IV - Capital Stock

This corporation is authorized to issue fifty (50) shares of no par value common stock which shall be designated "Common Shares". This corporation is not authorized to issue preferred shares.

Article V - Preferences, Limitations and Relative
Rights of Shares of Capital Stock

Section 1. Dividends

The holders of record of the Common Shares of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.

Section 2. Rights upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding Common Shares shall be paid from the remaining assets of this corporation ratably.

Section 3. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI - Designation of Series

There shall exist no series in the issuance of the Common Shares authorized herein.

Article VII - Preemptive Rights

Every shareholder, upon the sale of cash of any new stock of this corporation of the same kind, class or series as that which she already holds, shall have the first right to purchase her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 740-71st Street, Miami Beach, FL 33141 and the name of the initial registered agent of this corporation at that address is Isabel Salem.

Articles IX - Initial Board of Directors

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

The name and address of the initial director of this corporation is Isabel Salem, 740-71st Street, Miami Beach, FL 33141.

Article X - Incorporators

The name and address of the person signing these Articles are Isabel Salem, 740-71st Street, Miami Beach, FL 33141.

Article XI - By-Laws

The Power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

Article XII - Management of Corporation by
Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.


Article XIII - Indemnification

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

Article XIV - Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of March, 1999.


Isabel Salem

STATE OF FLORIDA)

SS

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 23rd day of March, 1999, by Isabel Salem, who is personally known to me or who has produced personally known as identification and who did take an oath.


Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
DENISE G LUZARDO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC522699
MY COMMISSION EXP. JAN. 4, 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF 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:

That SALEM INSURANCE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Miami, Florida, has named Isabel Salem, located at 740-71st Street, Miami Beach, FL 33141, as its agent to accept service of process within Florida.

Title: President

Signature:

Isabel Salem
(corporate officer)

Date: 3.23.99.

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 provisions of all statutes relative to the proper and complete performance of my duties.

Signature:

Isabel Salem

Date: 3.23.99.

FILED
99 APR 26 PM 12:1
SECRETARY OF STA
TALLAHASSEE, FLOR.