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Date: Wednesday, April 28, 1999

To: Department of State
Division of Corporations

From: Jorge R Caro
Phone: 561-863-4300
Fax: 561-845-6632

Pages: 9 incl cover

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Subject: Application for Incorporation

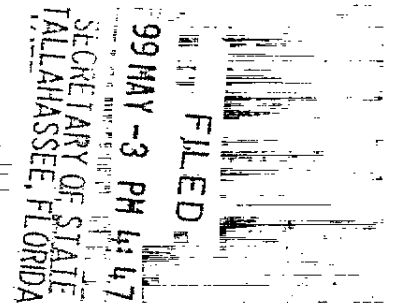
Dear Sirs:

Attached please find two copies of Articles of Incorporation for J & H Insurance Agency, Inc. a for profit organization.

If you have any question please call me at 561-863-4300.

Sincerely,

Jorge R Caro



B. BROCK MAY 5 1999

ARTICLES OF INCORPORATION
OF

J & H Insurance Agency, Inc

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make the following declaration for the purpose of becoming a corporation under and pursuant to the provisions of the laws of the State of Florida, of a corporation for profit, and do hereby certify as follows:

ARTICLE I

The name of this corporation is, J & H Insurance Agency, Inc.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The total number of shares of capital stock which may be issued by this corporation is ONE THOUSAND (1,000) SHARES with \$.01 par value. All such stock shall be payable in cash, property, labor, or services at a just value to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this corporation shall commence business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The principal place of business of said corporation should be at 1225 West 45th Street, Suite 502 West Palm Beach, Fl 33407 with the privilege of having branch offices at any other place within the State or without the State.

ARTICLE VII

The number of shareholders of this corporation shall be: one (1) or more, as determined by the shareholders.

ARTICLE VIII

The names and street addresses of the first Board of Directors of the corporation who shall hold office for the first year, or until successors are chosen, shall be:

Charles Rucquoi - President
1225 West 45th Street, Suite 502
West Palm Beach, Fl 33407

Jorge R. Caro - Vice President
1225 West 45th Street, Suite 502
West Palm Beach, Fl 33407

ARTICLE IX

The name and street address of each person signing these Articles of Incorporation as a subscriber are as follows:

Charles Rucquoi - President
1225 West 45th Street, Suite 502
West Palm Beach, Fl 33407

Jorge R. Caro - Vice President
1225 West 45th Street, Suite 502
West Palm Beach, Fl 33407

ARTICLE X

The street address of the original registered office and the name of the original registered agent at such address of this corporation shall be as follows:

1225 West 45th Street, Suite 502
West Palm Beach, Fl 33407

Registered Agent: Jorge R. Caro

ARTICLE XI

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by section 607.0850, Florida Statutes.

ARTICLE XII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE XIII

Directors of this Corporation need not to be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the By-Laws.

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

IN WITNESS OF THE FOREGOING we have hereunto set our hand and seal and acknowledged to be filed in the Office of the Secretary of State, the foregoing Certificate of Incorporation, this 27 day of April, 1999.

(1)

(2)

(1) Charles Rucquoi
1225 West 45th Street, Suite 502
West Palm Beach, FL 33407

(2) Jorge R Caro
1225 West 45th Street, Suite 502
West Palm Beach, FL 33407

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

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

THAT J & H INSURANCE AGENCY, INC DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF WEST PALM BEACH HAS NAMED JORGE R CARO LOCATED AT 1225 WEST 45TH STREET, SUITE 502 WEST PALM BEACH, FL AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Jorge R. Caro
TITLE Vice President
DATE 4/27/99

ACKNOWLEDGMENT:

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 AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Jorge R. Caro
DATE 4/27/99

FILED
99 MAY -3 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA