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SECRETARY OF STATE
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FLORIDA PROFIT CORPORATION OR P.A.

international managing general agents, mga corp.

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**ARTICLES OF INCORPORATION
OF
INTERNATIONAL MANAGING GENERAL AGENTS, MGA, CORP.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:
INTERNATIONAL MANAGING GENERAL AGENTS, MGA, CORP.

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

**208 THREE ISLANDS BLVD., APT. 201
HALLANDALE, FL 33009**

ARTICLE II

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

The aggregate number of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 shares of Common Stock, each have \$ 1.00 par value.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase un-issued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or to acquire shares of any such un-issued or treasury shares.

ARTICLE VI

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is (are):

Leopoldo Moises Gorfried 208 Three islands Blvd., Apt. 201 President-Treasurer-Secretary
Hallandale, FL 33009

Prepared by : Tallson Advisory Corp. (Yolanda Duran- Accountant)
10300 Sunset Dr., suite 435, Miami, FL 33173
(305) 412-9181

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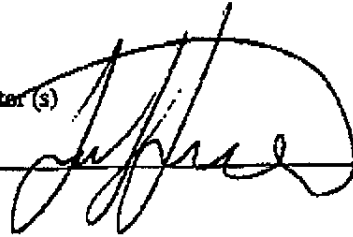
ARTICLE VII

The name (s) and street address (es) of the incorporator (s) to these articles of incorporation is (are) :

Leopoldo Moises Gottfried 208 Three Islands Blvd., Apt. 201
Hallandale, FL 33009

IN WITNESS WHEREOF, the undersigned incorporator (s) has have executed these Articles of
Incorporation this 9 day of June 1999

Signature (s) of Incorporator (s)



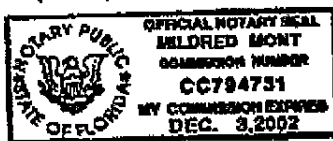
STATE OF FLORIDA

COUNTY OF Miami-Dade

The foregoing instrument was acknowledged and sworn to before me this 9 day of June
1999, by Leopoldo Gottfried, Pres. OF International Managing General Agents, he is personally
known to me and did not take an oath. HGA, Corp.


Notary Public

(SEAL)



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ARTICLE VIII

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of common stock they agree to take are:

Leopoldo Moises Gottfried	208 Three Islands Blvd., Apt. 201 Hallandale, FL 33009	100% or 1,000 Shares
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ARTICLE IX

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

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

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: *INTERNATIONAL Managing General Agents, HGA, Corp.*
2. The name and the address of the registered agent and office is:

TALIESON ADVISORY CORP.
10300 SUNSET DR., SUITE 435
MIAMI, FL 33173

SIGNATURE

(Corporate Officer)

TITLE

DATE

[Signature]
President
JUNE 9/2 / 1999

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DATE 11/11/00 BY 6032

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 ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

(Registered Agent)

DATE

[Signature]
6/9/99

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