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TO WHOM IT MAY CONCERN:

PLEASE FORWARD ME ALL INFORMATION CONCERNING
PALM AVENUE INSURANCE AGENCY, INC.

MARK J. HOLLANDER
9700 SOUTH DIXIE HWY
MIAMI, FLORIDA 33173
TELEPHONE NUMBER 305-670-0809
FAX NUMBER 305-670-9844

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PALM AVENUE INSURANCE AGENCY, INC.**

The undersigned natural person, acting to form a corporation under the laws of the State of Florida that provide for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, do hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation; and to that end set forth:

ARTICLE I

The name of the corporation shall be:

PALM AVENUE INSURANCE AGENCY, INC.

ARTICLE II

The initial post office address of the principle office of the corporation in Florida will be:

3233 Palm Avenue
Hialeah, Florida 33012

ARTICLE III

This corporation will engage and is empowered to engage in any business permitted under the laws of the United States of America and of the State of Florida.

Prepared by
Karla De Cespedes
3233 Palm Avenue
Hialeah, Florida 33012

ARTICLE IV

The Total number of shares of stock which this Corporation is authorized to have outstanding is defined as follows:

<u>Class</u>	<u>No. Shares</u>	<u>Par Value</u>
Common	1,000	\$ 1.00

ARTICLE V

The amount of capital this corporation will begin business with is:

ONE HUNDRED DOLLARS (\$100.00)

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This corporation shall have One director initially. The number of Directors may be increased or diminished from time to time, as provided by the by-laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the member of the first Board of Directors of this corporation, and who shall hold office for the first year, or until their successor is chosen shall be:

Karla De Cespedes
3233 Palm Avenue
Hialeah, Florida 33012

ARTICLE IX

The name and address of the officers of the Corporation, who shall hold office until their successor is chosen, shall be:

Karla De Cespedes
3233 Palm Avenue
Hialeah, Florida 33012

President

ARTICLE X

The initial registered agent and registered office of the corporation shall be:

Mark J. Hollander
9700 South Dixie Highway, Suite 900
Miami, Fl 33156

ARTICLE XI

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the corporation identified above, declare that I have examined the foregoing this 24th. day of May 1999, and do declare it to be true and correct.

Karla De Cespedes
3233 Palm Avenue
Hialeah, Florida 33012

Karla De Cespedes

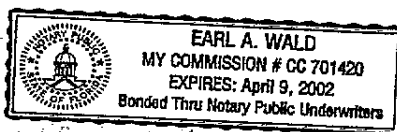
COUNTY OF DADE)
) SS:
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 24th. day of May 1999 before me, a notary public, personally appeared, Karla De Cespedes who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the sole incorporator and executor of the foregoing Articles of Incorporation, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 24th. day of May 1999.

[Signature]

Notary Public



My commission expires

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

I, Mark J. Hollander, a natural person with an address of 9700 South Dixie Highway, Suite 900, Miami, FL 33156, do hereby accept the appointment of Registered Agent of Palm Avenue Insurance Agency, Inc. on this 24th day of May 1999.




Mark J. Hollander
9700 South Dixie Highway, Suite 900
Miami, FL 33156

COUNTY OF DADE)
) SS:
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 24th. day of May 1999 before me, a notary public, personally appeared Mark J. Hollander, who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the Registered Agent and executor of the foregoing Acceptance of Registered Agent Appointment, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 24th. day of May 1999.


Notary Public

My commission expires