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September 3, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL, 32314

RE: Incorporation of STELLAR INSURANCE GROUP, INC.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and the Certificate of Designation of Resident Agent for the captioned professional corporation to be chartered in this State.

Also enclosed you will find our check for the amount of \$70.00 which is to cover the filing fee of \$35.00 and the resident agent fee in the same amount.

We would appreciate it if you would call this office, collect, in the event additional funds are required. The copy of the articles, etc. should be returned to this office showing the filing information.

Your kind assistance is appreciated.

Yours truly,



JESS J. YADO, III

JJY/me

Encls.

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STELLAR INSURANCE GROUP, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is:
STELLAR INSURANCE GROUP, INC.

ARTICLE II

The corporation shall have perpetual existence unless sooner dissolved according to law, and the corporate existence of the corporation shall commence upon the filing of these articles by the Department of State.

ARTICLE III

The street address of the principal office of the Corporation is 5310 Cypress Center Drive, Ste.115, Tampa, Fla., 33609.

ARTICLE IV

This corporation is organized for the primary purpose of owning, transacting, conducting, carrying on, operating, dealing and engaging in real and personal property of all kinds and nature, and all things subsidiary, necessary, ancillary and necessary, or convenient for carrying out and into effect the purposes and objects of the corporation, and in respect thereto, and to transact and engage in any activity or business permitted under the Laws of the State of Florida, and of the United States, including but not limited to the following:

a. To purchase or otherwise acquire letters, patents, copyrights, trademarks, concessions, licenses, inventions, rights, franchises and privileges, subject to royalty or otherwise and whether exclusive, non-exclusive or limited, or any part interest in any of the above-enumerated rights whether in the United States or in any other part of the world; to sell, let or grant any of said rights, belonging to the corporation, or which it may let or grant any of said rights belonging to the corporation, or which it may acquire, or any interest in the same; and to register any patent or patents, for any invention or inventions, or any copyrights or trademarks, or obtain exclusive or other privileges in respect to the same, and to apply for, exercise, use or otherwise deal with or turn to account any patent rights,

copyrights, or trademarks, any concessions, monopolies, franchises or other rights or privileges either in the United States or in any other part of the world.

b. To manufacture, fabricate, process, deal in, install, store, handle, transport, export, import or otherwise handle any and all goods, materials, appurtenances and processes useful in, necessary for, or convenient in the conducting of the business of the corporation, or of any subsidiary or agency thereof.

c. To buy, sell, exchange and generally deal in real properties, improved and unimproved and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds and contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the goodwill, stock rights and property of any person, firm, association or corporation, paying for the same in cash,

stock or bonds of this corporation; to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments or obligations of the corporation, from time to time for any of the operations without restriction of limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony or foreign country; and to act as agent or broker for any other person, firm or corporation in doing any and all acts described herein.

d. To purchase equities, mortgages, installment sales contracts, notes, drafts, acceptances and commercial paper of every kind and description, including accounts receivable, of other persons, firms or corporations, to hold, collect and otherwise use the same for the benefit of the corporation; and to sell or otherwise dispose of the same.

e. To operate, conduct and carry on other businesses which may be purchased or otherwise acquired by the corporation, or to lease or rent the same to any other person, firm or corporation, during such period of time as the corporation may own such business or businesses, in order to prevent depreciation in the value of such business or businesses prior to sale or other disposition of the same by the corporation.

f. To purchase, subscribe for, hold, pledge, transfer, sell or otherwise dispose of or deal in, shares of capital stock of corporation, including this corporation, bonds, debentures, notes or other securities or evidences of indebtedness of any private or public corporation, to do any other act or thing permitted by law for the preservation, protection, improvements, or enhancement of the value of such shares of stock, bonds, debentures, notes or other securities or evidences of indebtedness, including the right to vote thereon, and respecting any of the enumerated times to exercise any and all rights and privileges of ownership thereof.

g. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein in any and all ventures, so far as the same are permissible by law, and selling or otherwise disposing of such investments, or any part thereof, or interest therein.

h. To engage in the brokerage business, on behalf of itself or others, including but not limited to the business and professions of real estate, securities, insurance and mortgage and to do any and all business which may be delegated to agents or brokers by principals and to conduct and operate general agency and brokerage business of every kind and description.

i. To do all things which are lawful under the Laws of the State of Florida, which are necessary, suitable, convenient or

proper for the accomplishment of any of the purposes, or attainment of any or all of the objects of the corporation or incidental to the powers herein named which shall at any time appear conducive or expedient for the protection or benefit of the corporation either as holder of or interested in any property or otherwise, with all the powers now or hereafter conferred by the Laws of the State of Florida upon corporations.

j. For the accomplishment of any object on or about its business or affairs, to incur debts without limit, and to raise, borrow and secure the payment of money in any lawful manner.

k. The powers specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another; although it be of like nature not expressed.

ARTICLE V

The maximum number of shares this Corporation is authorized to issue is one thousand (1,000), with a par value of \$1.00 each, all

of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

The initial street address of the Corporation's registered office is 5310 Cypress Center Drive, Tampa, Fla., 33909. The initial registered agent for the Corporation at that address is Christopher Loto.

ARTICLE VII

The initial board of directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
Abdulla Kagalwalla	5310 Cypress Center Dr., Ste.115 Tampa, FL., 33609
Frank Savorelli	5310 Cypress Center Dr., Ste.115 Tampa, FL., 33909

ARTICLE VIII

The name and street address of the person signing these articles of incorporation is:

Name	Address
Christopher Loto	5310 Cypress Center Dr., Ste.115 Tampa, FL., 33609

ARTICLE IX

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE X

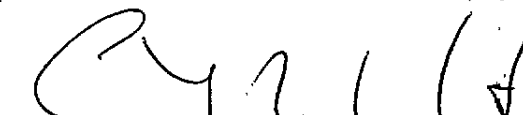
The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 3rd day of September, 1999.


Name: Christopher Loto

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Stellar Insurance Group, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Christopher Loto

Date: September 3rd, 1999.