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DIAZ-PADRON & ASSOCIATES, P.A.

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October 12, 1999

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

500003014455--9

-10/14/99-01041-017

****122.50 *****78.75

Re: Articles of Incorporation of Coax Insurance Underwriters, Inc.

To whom it may concern:

Enclosed please find our check in the amount of One Hundred Twenty-Two Dollars and Fifty (\$122.50) Cents for the filing of the Articles of Incorporation of COAX INSURANCE UNDERWRITERS, INC., to be filed as soon as possible. Also, enclosed please find one originally executed Articles of Incorporation and an additional originally executed copy of the Articles of Incorporation. I would appreciate if you would return one stamped originally executed copy to my attention.

Thank you very much for your attention to this matter and should you have any questions regarding same please feel free to contact the undersigned at anytime.

Very truly yours,

DIAZ-PADRON & ASSOCIATES, P.A.

CARLOS DIAZ-PADRON

FILED
1999 OCT 14 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell OCT 19 1999

FILED

1999 OCT 14 PM 12: 24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

COAX INSURANCE UNDERWRITERS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation is **COAX INSURANCE UNDERWRITERS, INC.**

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III
NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is five hundred (500) shares, all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V
PREEMPTIVE RIGHTS GRANTED

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

ARTICLE VI
REGISTERED OFFICE

The street address of the initial registered office of the Corporation is:

**3911 S.W. 67 Avenue
Miami, FL 33155**

The name of the registered agent at such address is:

JUAN DIAZ-PADRON

ARTICLE VII
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation in the State of Florida is:

**3911 S.W. 67 Avenue
Miami, FL 33155**

ARTICLE VIII
DIRECTORS

The initial board of directors of the Corporation shall consist of two (2) member. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
JUAN DIAZ-PADRON	3911 S.W. 67 Avenue Miami, FL 33155

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XI
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN
OTHER PRE-INCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore-mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The Director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore-mentioned incorporator shall be reimbursed.

ARTICLE XII
RIGHT TO AMEND ARTICLES OF INCORPORATION

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

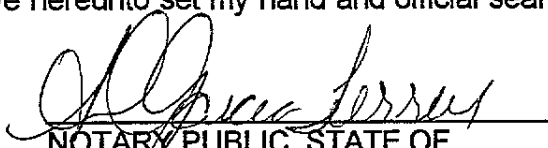
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of October, 1999.


JUAN DIAZ-PADRON, INCORPORATOR

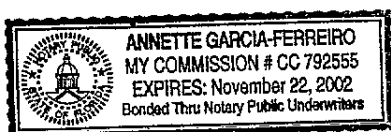
STATE OF FLORIDA)
)SS
COUNTY OF DADE)

ON THIS 13th day of October, 1999, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared JUAN DIAZ-PADRON, known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.


NOTARY PUBLIC, STATE OF
FLORIDA

My commission expires:



FILED

1999 OCT 14 PM 12:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES AND THE
FLORIDA BUSINESS CORPORATION ACT THE FOLLOWING IS SUBMITTED:

FIRST - THAT COAX INSURANCE UNDERWRITERS, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF
FLORIDA

HAS NAMED JUAN DIAZ-PADRON, LOCATED AT 3911 S.W. 67 Avenue, Miami, FL
33155 CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS.

SIGNATURE


JUAN DIAZ-PADRON

DATE

10/13/99

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 THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES. THE UNDERSIGNED IS FAMILIAR WITH
AND ACCEPTS, THE OBLIGATIONS OF THE POSITION OF THE REGISTERED
AGENT.

SIGNATURE


JUAN DIAZ-PADRON

DATE

10/13/99