



**THE UNITED STATES
CORPORATION**
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 968160 4303929

AUTHORIZATION :

Patricia Piguth

COST LIMIT : \$ 122.50

ORDER DATE : September 21, 1998

ORDER TIME : 9:47 AM

ORDER NO. : 968160-005

CUSTOMER NO: 4303929

500002644265--2

CUSTOMER: Ms. Rosa Wong
GREENBERG TRAUIG

1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: ACR INSURANCE AGENCY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 AM 11:10

RECEIVED
98 SEP 21 AM 10:38
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

ACR INSURANCE AGENCY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 AM 11:40

ARTICLE I

The name of the corporation is ACR INSURANCE AGENCY, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation are P.O. Box 330396, Miami, Miami, Florida 33233.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 600 Brickell Avenue, Suite 300-I, City of Miami, County of Miami-Dade, State of Florida 33131, and the name of its initial registered agent at such office is Cayetano Alfonso.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified, is:

Cayetano Alfonso
P.O. Box 330396
Miami, Florida 33233

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98 SEP 21 AM 11:40

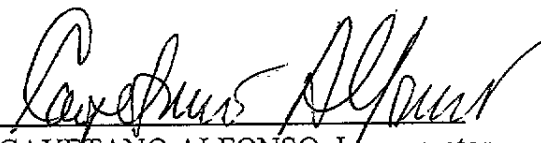
ARTICLE VII

The name of the Incorporator is Cayetano Alfonso, and the address of the Incorporator is 600 Brickell Avenue, Suite 300-I, Miami, Florida 33131.

ARTICLE VIII

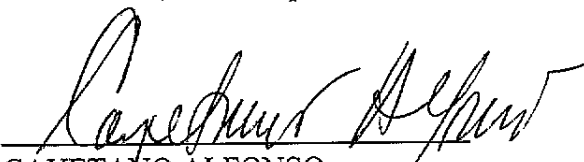
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 18th day of September 1998.


CAYETANO ALFONSO, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ACR INSURANCE AGENCY, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


CAYETANO ALFONSO,
Registered Agent

Dated: September 18, 1998