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OTHER FILINGS	REGISTRATION/ QUALIFICATION	
Annual Report	Foreign	
Fictitious Name	Limited Partnership	No.
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2021(1805)		Examiner's Initials

ARTICLES OF INCORPORATION OF CAREFREE INSURANCE SERVICES, INC.

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida: $\stackrel{\triangleright}{\sim}$

ARTICLE I Name

The name of this Corporation shall be CAREFREE SENSURANCE SERVICES, INC.

ARTICLE II Purpose

This Corporation shall be organized for the purposes of engaging in the business of the sale and servicing of all lines of insurance products and all other purposes authorized under the laws of the State of Florida.

ARTICLE III Agent

The registered agent of this Corporation shall be Cathi C. Wilkinson. The address of the registered agent and registered office of the Corporation shall be 215 S. Monroe Street, 2nd Floor, Tallahassee, FL 32301.

ARTICLE IV Existence

This Corporation shall have perpetual existence.

ARTICLE V Principal Office

The street address of the initial principal office of the Corporation shall be 399 N.W. 87th Terrace, Coral Springs, FL 33071.

ARTICLE VI Capital Stock

The authorized capital stock of this Corporation shall consist of One Thousand (1,000) shares of One Cent (\$.01) par value voting common stock.

ARTICLE VII Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

ARTICLE VIII Incorporator

The name and address of the Incorporator is: Cathi C. Wilkinson, 215 S. Monroe Street, 2nd Floor, Tallahassee, FL 32301.

ARTICLE IX Officers

The officers of the Corporation shall be a President and Secretary, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The names and addresses of the initial officers are as follows:

Office

Name and Address

President

Arthur J. VanNote 399 N.W. 87th Terrace Coral Springs, FL 33071

Secretary

Cathi C. Wilkinson

215 S. Monroe St., 2nd Floor

Tallahassee, FL 32301

Treasurer

Drew A. Joyce 2828 Croasdaile Drive Durham, NC 27705-2430

ARTICLE X Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, to the maximum extent permitted by Florida law.

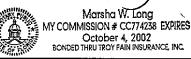
The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Corporation has the power to indemnify him against such liability under the provision of this section.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 19th day of September, 2001, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Certificates of Incorporation and certify that the facts herein stated are true.

CATHI C. WILKINSON
Incorporator

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared CATHI C. WILKINSON, and being first duly sworn and upon his oath, stated that CATHI C. WILKINSON signed the above Articles of Incorporation for the conditions and purposes therein expressed this 19th day of September, 2001.

NOTARY PUBLIC - STATE OF FLORIDA



PRINTED NAME OF NOTARY; COMMISSION NUMBER AND EXPIRATION OF COMMISSION

Personally known to me or Produced the following identification:

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

CATHI C. WILKINSON, having been designated as the Registered

Agent in the above and foregoing Articles of Incorporation, is

familiar with and accepts the obligations of the position of

Registered Agent under Section 607.0505, Florida Statutes.

CATHI C. WILKINSON

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SECRETARY OF STATE

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