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B. McKnight APR 29 2005

LAW OFFICES  
**FRANK J. YONG, P.A.**

4570 ST. JOHNS AVENUE, SUITE 1A  
JACKSONVILLE, FLORIDA 32210

FRANK J. YONG  
KATHLEEN M. SMITH, Paralegal

April 25, 2005

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yahoo.com

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Matrix Insurance Agency, Inc.

Dear Sir or Madam:

Enclosed for filing with the Division of Corporations are Articles of Incorporation and a Certificate Designating Registered Agent for the referenced entity. Also enclosed is this firm's check in the amount of \$78.75 representing your filing fees for these two documents of \$70.00 and \$8.75 to obtain a certified copy when available. **Please forward the certified copy to the undersigned at your earliest convenience.**

Thank you for your attention to this matter. Please do not hesitate to contact this office should you have questions regarding this matter.

Very truly yours,



Kathleen M. Smith, CLAS  
Certified Legal Assistant

/kms  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
MATRIX INSURANCE AGENCY, INC.**

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05 APR 26 PM 12:10

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation is **MATRIX INSURANCE AGENCY, INC.**

**ARTICLE II**

**Principal Office**

The principal office and mailing address of the corporation shall be 9016 Phillips Highway, Jacksonville, Florida 32256.

**ARTICLE III**

**Duration**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE IV**

**Nature of Business**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE V**

**Capital stock**

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

(b) **Restrictions on Transfer of Stock.** The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 9016 Phillips Highway, Jacksonville, Florida 32256, and the name of the initial registered agent of this corporation at that address is Ralph Perez.

## **ARTICLE VII**

### **Directors**

(a) **Number.** This corporation shall have no directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## **ARTICLE VIII**

### **Incorporator**

The name and street address of the incorporator of this corporation is:


Jeffrey L. Spadafora  
9016 Philips Highway  
Jacksonville, Florida 32256

## **ARTICLE IX**

### **Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

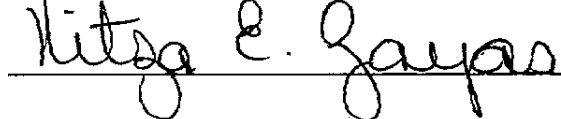
19th IN WITNESS WHEREOF, the Incorporator has executed these Articles the  
day of April, 2005.

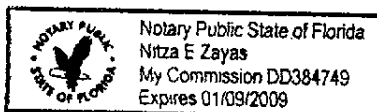
  
\_\_\_\_\_  
JEFFREY L. SPADAFORA

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 19 day of April  
    , 2005, by **JEFFREY L SPADAFORA**, who is personally known to me and who took  
an oath.

NOTARY PUBLIC:

  
\_\_\_\_\_

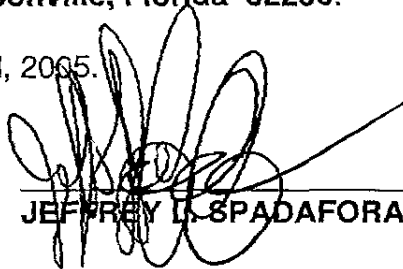


**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

**MATRIX INSURANCE AGENCY, INC.**, desiring to organize or qualify under the laws of the State of Florida hereby designates **RALPH PEREZ** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be **9016 Phillips Highway, Jacksonville, Florida 32256**.

DATED this 19<sup>th</sup> day of April, 2005.

  
\_\_\_\_\_  
JEFFREY L. SPADAFORA, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 19<sup>th</sup> day of April, 2005.

  
\_\_\_\_\_  
RALPH PEREZ, Registered Agent

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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