

Daniel J. Weinberg

Certified Public Accountant

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FILED
DEC 25 11 51 AM '95
STATE OF FLORIDA
TALLAHASSEE, FL

MEMBER:
American Institute of C.P.A.'s
New York State Society of C.P.A.'s
Florida Institute of C.P.A.'s

December 21, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900001670939
-12/26/95--01067--020
*****70.00 *****70.00

RE: COCHRAN & ASSOCIATES, INC.

To Whom It May Concern:

Enclosed are original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees.

Please send acknowledgement receipt to:

COCHRAN & ASSOCIATES, INC.
c/o Daniel J. Weinberg, CPA
23123 State Road 7, Suite 301
Boca Raton, FL 33428

Very truly yours,

Daniel J. Weinberg
Certified Public Accountant

DJW/bz
ENCL.

1-4-96

ARTICLES OF INCORPORATION

OF

COCHRAN & ASSOCIATES, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

FILED
9:51
55 DEC 27 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:

COCHRAN & ASSOCIATES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1406 STEVENSON DRIVE
TALLAHASSEE, FL 32301

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

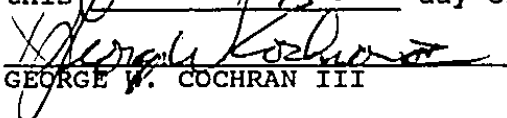
GEORGE W. COCHRAN III
1406 STEVENSON DRIVE
TALLAHASSEE, FL 32301

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

GEORGE W. COCHRAN III
1406 STEVENSON DRIVE
TALLAHASSEE, FL 32301

The undersigned has(have) executed these Articles of Incorporation this 17th day of December, 1995.


GEORGE W. COCHRAN III

ARTICLE VI - PURPOSE

**Business Purpose: SALE OF INSURANCE PRODUCTS TO BUSINESSES AND TO
THE GENERAL PUBLIC.**

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

COCHRAN & ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

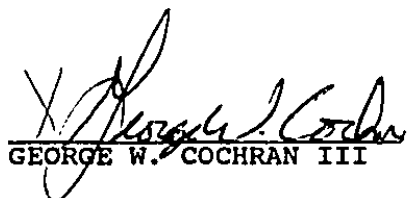
GEORGE W. COCHRAN III
1406 STEVENSON DRIVE
TALLAHASSEE, FL 32301



GEORGE W. COCHRAN III

DATE 12/13/95

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 POSITIONS AS REGISTERED AGENT.



GEORGE W. COCHRAN III

DATE 12/13/95

CONSENT TO OBTAIN ASSISTANCE IN THE PREPARATION
OF ARTICLES OF INCORPORATION FOR
COCHRAN & ASSOCIATES, INC.

FILED
95 DEC 26 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BE IT KNOWN, that the office of DANIEL J. WEINBERG, CPA has provided assistance to the undersigned in filing Articles of Incorporation with Florida Department of State, Division of Corporations.

Each Corporation is a separate entity and as such has specific goals, needs and requirements. It is therefore recommended by this office that corporate documents be reviewed by your legal counsel. We have provided assistance only in filing your Articles of Incorporation, providing a tax and accounting service and do not attempt to render any legal advice.

The professional advice of your legal counsel to ascertain exact compliance with all statutory requirements is strongly recommended.

I (WE), THE UNDERSIGNED INCORPORATOR(S), HEREBY GRANTS PERMISSION TO DANIEL J. WEINBERG, CPA TO ASSIST IN FILING ARTICLES OF INCORPORATION FOR COCHRAN & ASSOCIATES, INC. WITH FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS.



GEORGE W. COCHRAN III

12/13/95

DATE