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OF COUNSEL
THOMAS R. CUSHMAN
ALICE L. CUSHMAN

PLEASE REPLY TO:
ST. PETERSBURG

December 1, 1997

VIA UNITED PARCEL SERVICE

Florida Department of State
Division of Corporations
Domestic Charter Section
409 East Gaines Street
Tallahassee, Florida 32301

400002360804--1
-12/02/97--01053--001
****122.50 ****122.50

Re: Great Florida Insurance - St. Petersburg, Inc.

Gentlemen:

Enclosed are duplicate originals of the Articles of Incorporation for Great Florida Insurance - St. Petersburg, Inc., together with our check for \$122.50 representing the following:

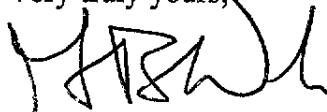
Filing Fee	\$ 35.00
Certified copy	52.50
Registered Agent	
Designation	<u>35.00</u>
Total	\$122.50

FILED
97 DEC -2 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file these Articles immediately upon receipt and return a certified copy to our office.

If you have any questions or if there is a problem with the filing, please telephone this office before returning the documents. Your prompt attention to this matter is appreciated.

Very truly yours,



G. Barry Wilkinson

/dt
Enclosures

12/4/97

**ARTICLES OF INCORPORATION
OF
GREAT FLORIDA INSURANCE - ST. PETERSBURG, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1.

NAME AND ADDRESS

The name and principal office address of this Corporation is:

GREAT FLORIDA INSURANCE - ST. PETERSBURG, INC.
6962 22ND AVENUE NORTH
ST. PETERSBURG, FL 33710

ARTICLE 2.

DURATION

This Corporation shall exist perpetually, commencing as of the date of execution of these Articles.

ARTICLE 3.

PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4.

CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE 5.

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and the street address of the initial registered office of this Corporation is:

G. BARRY WILKINSON, ESQUIRE
696 1st Avenue North, Suite 201
St. Petersburg, FL 33701

ARTICLE 6.

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be as set forth below. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

CAROL CHRISTENSEN
6962 22ND AVENUE NORTH
ST. PETERSBURG, FL 33710

ARTICLE 7.

INCORPORATOR

The name and address of the person signing these Articles is:

G. Barry Wilkinson
696 1st Avenue North, Suite #201
St. Petersburg, FL 33701

ARTICLE 8.

CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 9.

PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any

holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty (30) days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 10.

INDEMNIFICATION

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

ARTICLE 11.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12.

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of December, 1997.



G. Barry Wilkinson

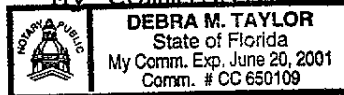
"Incorporator"

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 1 day of December, 1997, by G. Barry Wilkinson.

Debra M Taylor
Notary Public
State of Florida

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

DATED this 1st day of December, 1997.

G. Barry Wilkinson
G. BARRY WILKINSON, ESQUIRE

"Registered Agent"

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA