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**WATKINS & RAMUNNI, P. A.**

**Attorneys and Counselors At Law**

**John Jay Watkins**

**Steven A. Ramunni**

(member Texas Bar)

P.O. Box 250  
LaBelle, Florida 33975  
Telephone 941-675-4424  
Facsimile 941-675-4521  
E-M: watkins1@peganet.com

Please reply to: LaBelle

2222 Second St.  
Fort Myers, Florida 33901  
Telephone 941-337-5611

December 4, 1998

Florida Secretary of State  
Division of Corporations  
The Capitol, Room 2002  
Tallahassee, Florida 32301

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-12/07/98--01108--010  
\*\*\*\*122.50 \*\*\*\*78.75

In RE: Incorporation of EVERGLADES INSURANCE, INC.

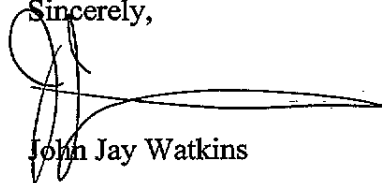
Dear Ladies and Gentlemen:

Enclosed herewith please find the original and one copy of the duly executed Articles Of Incorporation for the above corporation, together with my check for the incorporation fee and one certified copy.

Please file the Articles Of Incorporation and return a certified copy to me in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this matter.

Sincerely,



John Jay Watkins

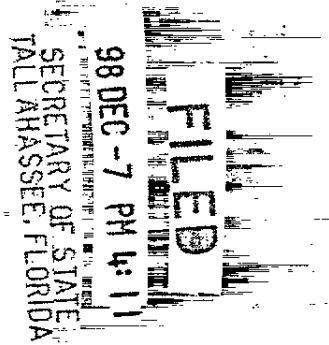
enclosures

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98 DEC -7 PM 4: 11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Romy*  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT  
DATE 12/9/98  
DOC. EXAM PA

TA-12/9/98

ARTICLES OF INCORPORATION  
OF  
EVERGLADES INSURANCE, INC.



ARTICLE I: CORPORATE NAME. The name of this corporation is:  
EVERGLADES INSURANCE, INC.

ARTICLE II: NATURE OF BUSINESS AND POWERS. The general nature  
of the business to be transacted by this corporation is to engage in any and  
all business permitted under the laws of the State of Florida.

ARTICLE III: CAPITAL STOCK. The maximum number of shares of stock  
that this corporation is authorized to issue and have outstanding at any one  
time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV: TERM OF EXISTENCE. This corporation shall have  
perpetual existence, commencing upon the filing of these Articles.

ARTICLE V: REGISTERED AGENT AND INITIAL REGISTERED OFFICE.  
The Registered Agent and the street address of the Initial Registered Office  
of this corporation in the State of Florida shall be: John Jay Watkins, 150  
South Main Street, LaBelle, Florida 33935. The Board  
Of Directors from time to time may move the registered office to any other  
address in the State of Florida.

ARTICLE VI: BOARD OF DIRECTORS. The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII: INITIAL DIRECTORS. The name and street address of the initial directors are:

Kim E. Allen, 240 Pollywog Point, LaBelle, Florida, 33935

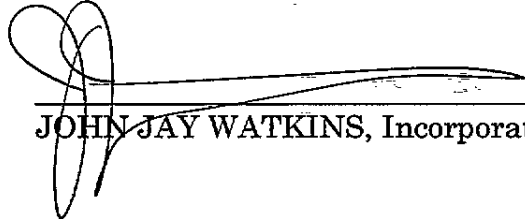
Tracie G. Bell, 758 Midstate Loop, Clewiston, Florida 33440

ARTICLE VIII: INCORPORATOR. The name and street address of the person signing these Articles Of Incorporation as the Incorporator is: John Jay Watkins, 150 South Main Street, Post Office Box 250, LaBelle, Florida, 33975.

ARTICLE IX: AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of this Articles of Incorporation be made.

ARTICLE X. PREEMPTIVE RIGHTS. All shareholders shall be entitled to preemptive rights.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation this 4<sup>th</sup> day of December, 1998.

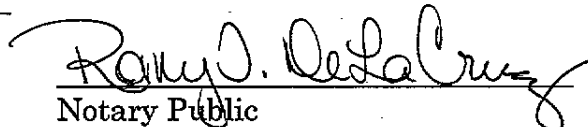
  
\_\_\_\_\_  
JOHN JAY WATKINS, Incorporator

STATE OF FLORIDA  
COUNTY OF HENDRY

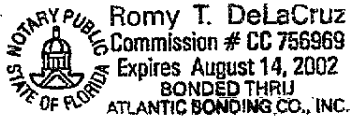
BEFORE ME, the undersigned authority, personally appeared JOHN JAY WATKINS, who is personally known to me, and who acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

Date: Dec. 4, 1998

(notary seal)

  
\_\_\_\_\_  
Notary Public

My commission expires:

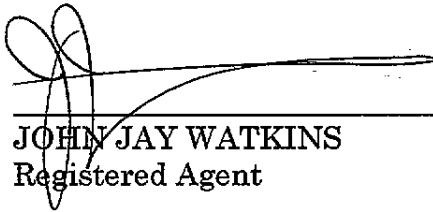


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHO PROCESS MAY BE SERVED

That EVERGLADES INSURANCE, INC., desiring to organize under the laws of the State of Florida, with its principal office located at 330 W. Sugarland Highway, P.O. Box 925, Clewiston, County of Hendry, Florida, 33440, has named JOHN JAY WATKINS, located at 150 South Main Street, LaBelle, County of Hendry, Florida, 33935, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



JOHN JAY WATKINS  
Registered Agent

98 DEC -7 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED