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- F. PHILIP BLANK*
- THERESA M. BENDER
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- STEPHEN S. GODWIN
- THOMAS R. McSWAIN
- TIMOTHY J. MEENAN
- R. TERRY RIGSBY
- GEOFFREY D. SMITH
- LEGAL ASSISTANT
- JOHN A. DICKSON, J.D.

*Florida Bar Certified in Health Law

February 15, 1999

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Via Hand Delivery

Re: Eastwood Insurance Agency of Florida, Inc.

Dear Sir or Madam:

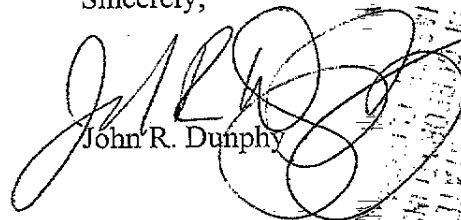
Enclosed for filing with your office are Articles of Incorporation and Registered Agent Designation for the above-referenced corporation. Also enclosed is our check in the amount of \$87.50 made payable to the Department of State to cover the following fees:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Certified Copy	8.75
Certificate of Status	8.75

If you will contact my office once the certified copy is ready, we will arrange for someone to pick it up.

If you have any questions or if any additional information is required, please contact my office.

Sincerely,


John R. Dunphy

JRD/ss
Enclosures

FILED
99 FEB 15 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 FEB 15 AM 11:35

TS
2/15/99

**ARTICLES OF INCORPORATION
OF
EASTWOOD INSURANCE AGENCY OF FLORIDA, INC.**

FILED
99 FEB 15 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I.
Name and Principal Office**

The name of this Corporation shall be Eastwood Insurance Agency of Florida, Inc. The principal place of business and mailing address of this Corporation shall be 5701 Stirling Road, Davie, Florida 33314.

**ARTICLE II.
Purpose**

The Corporation is organized for the purpose of engaging in any or all activities or businesses permitted under the Florida Business Corporation Act.

**ARTICLE III.
Stock**

The authorized capital stock of this Corporation shall consist of Two Thousand Five Hundred (2,500) shares all of which stock shall be common stock of the same class.

**ARTICLE IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V.
Incorporator

The name and street address of the Incorporator of this Corporation are as follows:

John R. Dunphy
204 South Monroe Street
Tallahassee, Florida 32301

ARTICLE VI.
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII.
Address of Registered Office and Registered Agent

The street address of the initial registered office of this Corporation in the State of Florida shall be Blank, Rigsby & Meenan, P.A., 204 South Monroe Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the above address shall be John R. Dunphy. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VIII.
Number of and Election of Directors

This Corporation shall consist of one or more directors. The number of directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the shareholders. The initial Board of Directors shall be comprised of the following:

<u>Name</u>	<u>Address</u>
Judith Partridge	155 Riverview Drive Anaheim Hills, California 92808
Arthur Partridge	155 Riverview Drive Anaheim Hills, California 92808

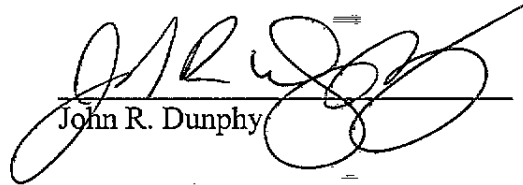
ARTICLE IX.
Officers

The Corporation shall have a President, a Secretary and a Treasurer, and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers as established in accordance with the By-Laws adopted by the shareholder. A person may hold more than one office.

ARTICLE X.
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation of Eastwood Insurance Agency of Florida, Inc., has executed these Articles of Incorporation this 12 day of February, 1999.



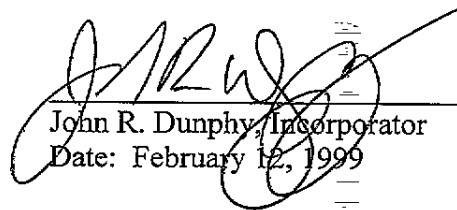
 John R. Dunphy

**CERTIFICATE DEISGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

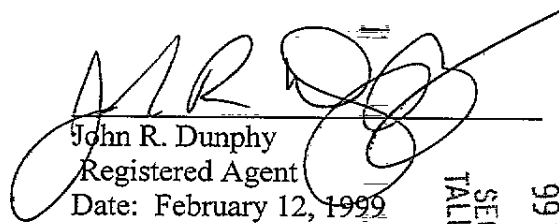
In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

Eastwood Insurance Agency of Florida, Inc.

Desiring to organize as a corporation under the laws of the State of Florida, has designated Blank, Rigsby & Meenan, P.A., 204 South Monroe Street, Tallahassee, Florida 32301, as its initial registered office and has named John R. Dunphy, located at said address, as its initial registered agent.


John R. Dunphy, Incorporator
Date: February 12, 1999

Having been named registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.


John R. Dunphy
Registered Agent
Date: February 12, 1999

jrd\17500\articles

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA