CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL
904-222-9171
904-222-0393

A95000000290

800-342-8086

CSC networks

MAIL TO:
P.O. BOX 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 550560 8380A

AUTHORIZATION :

COST LIMIT : $ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -1 PM 2:20

ORDER DATE : March 1, 1995

ORDER TIME : 10:22 AM

ORDER NO. : 550560

100001420681
-03/03/95--01038--014
****472.50 ****472.50

CUSTOMER NO: 8380A

CUSTOMER: J. Gregory Humphries, Esq
SMITH WILLIAMS & HUMPHRIES

201 East Pine, Suite 701

Orlando, FL 32801

C. TAX
FILING 325.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 472.50
N. BANK
BALANCE DUE
REFUND

DOMESTIC FILING

RECEIVED
95 MAR -1 AM 11:29
DIVISION OF CORPORATION

NAME: FIRST TEAM INSURANCE PARTNERS, LTD.

_____ ARTICLES OF INCORPORATION
XXXXXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX__ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

3/1/95

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: BK

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -1 PM 2:20

CERTIFICATE OF LIMITED PARTNERSHIP OF FIRST TEAM INSURANCE PARTNERS, LTD.

WHEREAS, the undersigned, desires to form a limited partnership (to be known as "FIRST TEAM INSURANCE PARTNERS, LTD.") pursuant to the provision of a Limited Partnership Agreement.

WHEREAS, the undersigned hereby makes, acknowledges and files with the Secretary of State of Florida the Certificate of Limited Partnership for the purpose of forming, pursuant to the aforesaid Limited Partnership Agreement, a limited partnership in accordance with the laws of the State of Florida.

NOW, THEREFORE, the undersigned hereby certifies as follows:

1. Name of Partnership: The name of the Partnership shall be FIRST TEAM INSURANCE PARTNERS, LTD.

2. Office and Agent for Service of Process: The recordkeeping office for the Partnership shall be 350 S. Lake Destiny Drive, Suite 200, Orlando, Florida 32810. The agent for the service of process is J. Gregory Humphries and his address is 201 East Pine St., Suite 701, Orlando, Florida 32801. The Partnership may change its recordkeeping office or its registered agent, or both, by filing with the Department of State of the State of Florida an amendment complying with this chapter.

3. Name and Business Address of General Partner: The name and address of the General Partner is as follows:

First Team Management, Inc.
350 S. Lake Destiny Drive, Suite 200 122375
Orlando, Florida 32810

4. Mailing Address: The mailing address for the Partnership shall be 350 S. Lake Destiny Drive, Suite 200, Orlando, Florida 32810, attention FIRST TEAM INSURANCE PARTNERS, LTD.

5. Term: This Limited Partnership shall commence on the date upon which this Certificate of Limited Partnership is duly filed with the Office of the Secretary of State of the State of Florida, and shall continue thereto in accordance with the terms provided in the Limited Partnership Agreement for a period not to exceed sixteen (16) years.

IN WITNESS WHEREOF, the undersigned, being first duly sworn, has hereto affixed my signature and seal, thereby executing this Certificate of Limited Partnership for the uses and purposes herein stated.

GENERAL PARTNER:

FIRST TEAM MANAGEMENT, INC.

Karen Tiessow

J. Gregory Humphries

By: _____
W. Warner Peacock,
Vice-President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 17 PM 2:20

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of January, 1995, by W. Warner Peacock to me well known to be the Vice-President of First Team Management, Inc., a General Partner of the Partnership and one of the persons described in and who signed the foregoing Certificate of Limited Partnership, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

J. Gregory Humphries
(Signature)
J. Gregory Humphries
(Printed name)
NOTARY PUBLIC - STATE OF FLORIDA
SERIAL NO.:

J. GREGORY HUMPHRIES
MY COMMISSION # CC346456 EXPIRES
February 17, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

Having been named to accept Service of Process for the above-stated Limited Partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192, Florida Statutes.

Signature: J. Gregory Humphries
J. Gregory Humphries

Date: 1/11/95

FT Ins.Part./896-01
Cert.Ltd.Ptn.
12/22/94

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -1 PM 2:20

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF ORANGE

The undersigned, being first duly sworn, deposes and says that:

1. He is a Vice-President of First Team Management, Inc., a General Partner of FIRST TEAM INSURANCE PARTNERS, LTD.

2. Capital contributions in the amount of $1,000.00 have been made by the Partners of said Partnership.

3. Capital contributions in the amount of $54,000.00 are anticipated to be contributed by the Partners of said Partnership.

This Affidavit is made for the purpose of filing with the Certificate of Limited Partnership of FIRST TEAM INSURANCE PARTNERS, LTD.

FIRST TEAM MANAGEMENT, INC.

By: _____
W. Warner Peacock,
Vice President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of January, 1995, by W. Warner Peacock, Vice-President of First Team Management, Inc., a General Partner of FIRST TEAM INSURANCE PARTNERS, LTD., who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

J. Gregory Humphries
(Signature)
J. Gregory Humphries
(Printed name)
NOTARY PUBLIC - STATE OF FLORIDA
SERIAL NO.:

J. GREGORY HUMPHRIES
MY COMMISSION # CC346456 EXPIRES
February 17, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

FT Ins.Part./#96-01
Cert.Ltd.Ptn.
12/22/94

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND $500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
95 DEC 29 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1a. DOCUMENT # A95000000290

1. Name of Limited Partnership

FIRST TEAM INSURANCE PARTNERS, LTD.

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, if Applicable

Suite, Apt. #, etc.

City, State & Zip

000001518888
-01/10/96--01034--006
****523.75 ****523.75

Mailing Address
350 SOUTH LAKE DESTINY DRIVE, SUITE 200
ORLANDO FL 32810

Principal Office Address
350 SOUTH LAKE DESTINY DRIVE, SUITE 200
ORLANDO FL 32810

2a. New Principal Office Address, if Applicable

Suite, Apt. #, etc.

City, State & Zip

If above addresses are incorrect, clearly show the correct information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in FLORIDA 03/01/1995

3a. Date of Last Report

4. State or Country of Formation FL

5a. Capital Contributions as Shown on Record $55,000.00

5b. Amount of Capital Contributions in FLORIDA to date

6. FEI Number 59-3293393

Applied For / Not Applicable

7. CERTIFICATE OF STATUS REQUIRED
$8.75 Additional Fee required for a Certificate of Status

8. FEES: 1.) Filing Fee. Computed at a rate of $7 per $1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of $52.50 and a maximum of $437.50
2.) Supplemental Fee. $138.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN $101.25 ($52.50 + $138.75) AND NO MORE THAN $576.25 ($437.50 + $138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

Che 1-5

9. Name and Address of Current Registered Agent

HUMPHRIES, J. GREGORY
201 EAST PINE STREET, SUITE 701
ORLANDO FL 32801

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
FIRST TEAM MANAGEMENT, INC.	350 SOUTH LAKE DESTIN	ORLANDO FL 32810	J22375

AR $385.00
Sup. $138.75

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this [illegible] is voluntarily furnished and does not qualify [illegible] exemption status [illegible] Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with section 119.07(3)(k) in the event that the information supplied is deemed [illegible] on public access. Further, I certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal [illegible] as if made under oath. Further [illegible] I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

First Team Management, Inc.

SIGNATURE By:

DATE

Telephone Number 407/660-2224

Typed or Printed Name of General Partner Signing Form

CR2E003 (6/95)

0001327