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Attorneys and Counselors at Law
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2800 East Silver Springs Boulevard, Suite 205
Ocala, Florida 34470

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALBERT J. VIDAL
DAVID E. MIDGETT

Telephone (352) 369-3333
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September 17, 2001

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Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, FL 32314

RE: Ocala Association of Insurance and Financial Advisors, Inc.

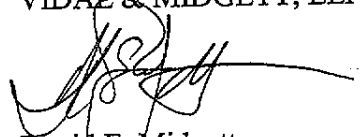
Dear Sir or Madam:

Please find enclosed the original Articles of Incorporation reference the above nonprofit corporation for filing, together with our firm's check in the amount of \$78.75 to cover the fee for this service. Please forward the certified copy and your acknowledgment to the undersigned.

Thank you for your prompt attention to this matter.

Sincerely yours,

VIDAL & MIDGETT, LLP


David E. Midgett
For the Firm

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Encls.

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ARTICLES OF INCORPORATION OF
OCALA ASSOCIATION OF INSURANCE
AND FINANCIAL ADVISORS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

ARTICLE 1

Name.

The name of the corporation is as follows: Ocala Association of Insurance and Financial Advisors, Inc.

ARTICLE 2

Address.

The address of the principal office and the mailing address of the corporation is: 2233 SE Ft. King Street, Suite C, Ocala, Florida 34471.

ARTICLE 3

Initial Registered Office and Agent.

The name of the initial registered agent of the corporation is: David E. Midgett, Esq., whose street address is: 2800 E. Silver Springs Blvd., Suite 205, Ocala Florida 34470.

ARTICLE 4

No Members

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE 5***Not For Profit***

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. §501(c)(6) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. §501(c)(6).

ARTICLE 6***Duration***

The duration of the corporation is perpetual.

ARTICLE 7***Purposes***

The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to, sponsoring, organizing, administering, enhancing, and operating assemblies and activities that benefit the public through education in the disciplines of insurance and finance.

ARTICLE 8***Powers***

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE 9

Limitation

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 7 (Purposes) of these Articles.

ARTICLE 10

Dissolution

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. §170(c)(1) or 26 U.S.C.A. §170(c)(2)(B) and is described in 26 U.S.C.A. §509(a)(1), (2) or (3).

ARTICLE 11

Board of Directors

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

ARTICLE 12***Officers***

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

ARTICLE 13***Incorporators***

The name and street address of each incorporator is as follows:

Barbara Henry,	2233 SE Ft. King Street, Suite C, Ocala, Florida 34471
Owen Valentine,	2233 SE Ft. King Street, Suite C, Ocala, Florida 34471
Chris Himmler,	2233 SE Ft. King Street, Suite C, Ocala, Florida 34471

ARTICLE 14***Bylaws***

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE 15***Amendment***

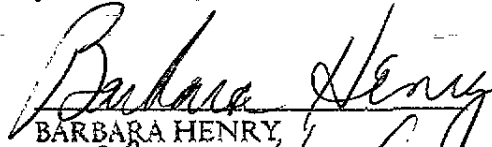
The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

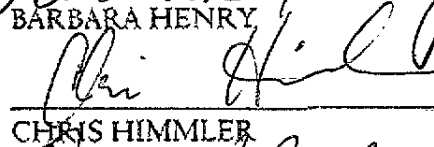
ARTICLE 16***Indemnification and Civil Liability Immunity***

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE 17

In witness whereof, the undersigned incorporator has signed these articles of incorporation on
September 5, 2001.


BARBARA HENRY


CHRIS HIMMLER


OWEN VALENTINE

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CERTIFICATE OF DESIGNATION
AND ACCEPTANCE BY REGISTERED AGENT
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

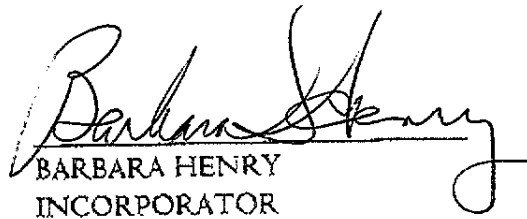
Pursuant to the provisions of FS §617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation:

OCALA ASSOCIATION OF INSURANCE AND FINANCIAL ADVISORS, INC.


2. Name and address of the registered agent and office:

David E. Midgett, Esq.
2800 E. Silver Springs Blvd
Suite 205
Ocala, Florida 34470


BARBARA HENRY
INCORPORATOR

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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 position as registered agent.

Dated: September 11, 2001.


DAVID E. MIDGETT