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N930000005597

April 17, 2000

The Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-04/18/00--01089--001
*****35.00 *****35.00

Re: Shared Market Insurance Services, Inc.

Dear Sirs:

Enclosed are the original and one copy of the Articles of Dissolution and of the Plan of Distribution of Assets for the above referenced corporation, along with a check in the amount of thirty-five dollars (\$35.00), for the applicable filing fees.

Please return the enclosed copy, with the filing date reflected thereon, to this office at your earliest convenience in the enclosed return envelope.

Thank you for your prompt attention to this matter.

Sincerely,

James W. Newman, Jr.
James W. Newman, Jr.
Chief Executive Officer

FILED
00 APR 18 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

JWN/ms

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**ARTICLES OF DISSOLUTION
SHARED MARKET INSURANCE SERVICES, INC.**

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is SHARED MARKET INSURANCE SERVICES, INC.

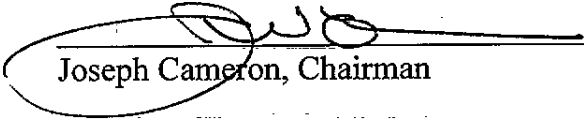
**ARTICLE II
AUTHORIZATION OF DISSOLUTION**

The members of the corporation are not entitled to vote on dissolution. The board of directors of the corporation met on April 3, 2000, and adopted a resolution to dissolve the corporation. At the time of the meeting, the number of directors then in office was five (5), and 5 directors voted for the resolution.

**ARTICLE III
EFFECTIVE DATE OF ARTICLES OF DISSOLUTION**

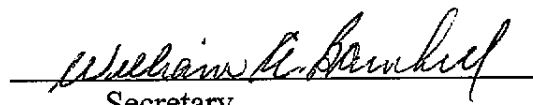
These Articles of Dissolution have been adopted effective as of April 4, 2000.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Dissolution this 4th day of April, 2000.



Joseph Cameron, Chairman

Attest:



Secretary

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF DISTRIBUTION OF ASSETS
SHARED MARKET INSURANCE SERVICES, INC.**

The plan providing for distribution of the assets of Shared Market Insurance Services, Inc. (the "corporation"), is as follows:

a. All liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions shall be made therefor;

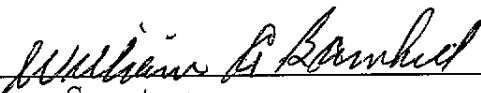
b. Any assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

c. Any assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation;

d. Other assets, if any, shall be distributed in accordance with the provisions of the articles of incorporation or the bylaws to the extent that the articles of incorporation or the bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and

e. Any remaining assets shall be distributed to the Insurance Commissioner's Regulatory Trust Fund to be used for any purpose authorized under Section 624.523(2) of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned officer of the corporation hereby authenticates and certifies that the foregoing plan of distribution was duly adopted by the corporation in compliance with the requirements of subsection (1) or subsection (2) of Section 617.1406 of the Florida Statutes.


Secretary