

TROMBLEY, LOBOZZO, SCHOMMER, DISLER & ACCORSI

ATTORNEYS AT LAW

329 SOUTH COMMERCE AVENUE • SEBRING, FLORIDA 33870-3607

TELEPHONE: (941) 385-5139 FAX: (941) 385-2566

E-mail: tldsda@strato.net

* MICHAEL J. TROMBLEY, P.A.
Elder Law

JAMES V. LOBOZZO, Jr., P.A.
Trial Practice General

NICHOLAS G. SCHOMMER, P.A.
Trial Practice General
Criminal Law

MICHAEL M. DISLER
Real Property Law

ANTHONY J. ACCORSI
Marital Law
Trial Practice General

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December 14, 1999

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* Bar Certified

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: MWM INSURANCE AND FINANCIAL SERVICES, INC.

To whom it may concern:

Enclosed herewith please find the following with regard to the above referenced:

1. Original and one copy of the Articles of Incorporation of MWM INSURANCE AND FINANCIAL SERVICES, INC. to be filed accordingly.
2. A check in the amount of \$122.50 for filing costs.

Kindly return a copy of the Articles of Incorporation upon filing and advise should you need any additional information. Thank you for your courteous assistance in this manner.

Sincerely,

Michael M. Disler

Michael M. Disler

MMD/ts
enc.

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Kyle
119.00

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00 JAN -7 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 22, 1999

MICHAEL M. DISLER
TROMBLEY, LOBOZZO, SCHOMMER, DISLER, ETA
329 SOUTH COMMERCE AVENUE
SEBRING, FL 33870-3607

SUBJECT: MWM INSURANCE AND FINANCIAL SERVICES, INC.
Ref. Number: W99000029136

We have received your document for MWM INSURANCE AND FINANCIAL SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Cheryl Gallmon-Case
Document Specialist

Letter Number: 599A00059841

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MWM INSURANCE AND FINANCIAL SERVICES, INC.

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

ARTICLE I - NAME

The name of the corporation shall be MWM INSURANCE AND FINANCIAL SERVICES, INC., hereinafter called the "Corporation".

The principal place of business of this Corporation shall initially be 1453 U.S. Hwy 27 North, Sebring, Florida 33870.

ARTICLE II - DURATION

This corporation is to exist in perpetuity unless dissolved according to the law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock which shall be designated "common stock".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1453 U.S. Hwy 27 North, Sebring, Florida 33870 and the name of the initial registered agent of this

corporation at that address is M. WAYNE McFARLAND.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number constituting the initial Board of Directors of the corporation is two (2).

The names and addresses of the persons who are to serve as Directors are:

M. Wayne McFarland
1453 U.S. Hwy 27 North
Sebring, FL 33870

President

Kim M. McFarland
1453 U.S. Hwy 27 North
Sebring, FL 33870

Secretary/Treasurer

ARTICLE VIII - INCORPORATOR

The names and address of each incorporator is:

MICHAEL M. DISLER
329 South Commerce Avenue
Sebring, Florida 33870

ARTICLE IX - BY-LAWS

The Board of Directors of this corporation may provide by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice the by-laws may be amended, altered or rescinded by a two-thirds majority vote of those members of the Board of Directors present at any regular meeting.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of common stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

M. Wayne McFARLAND

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XI - DIRECTOR QUORUM AND VOTING

Three of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of two of the directors present, or if a director or directors have abstained from voting because of an interest in the matter upon which to be voted, the affirmative vote of two of the directors present and voting, shall be the act of the board of directors.

ARTICLE XII - SUBCHAPTER S

The corporation is organized pursuant to the Florida Subchapter S Corporation Code and is a Subchapter S corporation as described in Section 1361 of the Internal Revenue Code, as amended, and shall operate on a calendar year basis.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

ARTICLE XIV - LIABILITIES OF THE BOARD OF DIRECTORS

The private property of the shareholders of the corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscriptions for shares.

Each director, or officer, or former director or officer of this corporation, and his legal representatives, shall be indemnified by the corporation against liabilities, expenses, counsel fees and costs reasonably incurred by his or his estate, in connection with, or arising out of, any action suit, proceedings or claim in which he is made a party by reason of his being, or having been, such director or officer, and any person who, at the request of this corporation, served as director or officer of another corporation in which this corporation owned corporate stock and his legal representatives, shall in like manner, be indemnified by this corporation; provided that in neither case shall the corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceedings to have been liable for negligence or misconduct, in the performance of his duties as such director or officer.

The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer, (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct; but in taking such action, any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be determined to vote on such matter, it shall be determined by a committee of three (3) persons

appointed by the shareholders at a duly called special meeting or any regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by shareholders, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected by such Board of Directors or committee. The right to indemnification shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 14 day of December, 1999.

Signature of Incorporator

Michael M. Disler
MICHAEL M. DISLER

STATE OF FLORIDA
COUNTY OF HIGHLANDS

Before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MICHAEL M. DISLER, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and he acknowledge before me that he executed and subscribed to these Articles of Incorporation.

14 WITNESS, my hand and official seal in the county and state named above this day of December, 1999.



Kristina M. Sharpe
NOTARY PUBLIC
My commission Expires:

(Affix Seal)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

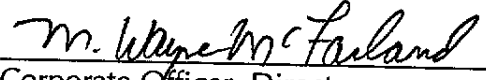
Pursuant to the provisions of §607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MWM INSURANCE AND FINANCIAL SERVICES INC.
2. The name and address of the registered agent and office is:

M. WAYNE McFARLAND
1453 U.S. Hwy 27 North
Sebring, Florida 33870

09 JAN -7 PM 1:57
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED


Corporate Officer, Director
12-30, 1999.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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.


M. WAYNE McFARLAND
12-30, 1999.