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Florida Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
1-1-00

Dear Sir,

Enclosed you will find Articles of Incorporation for
PEO Underwriters, Inc.

Please file with the state for a January 1, 2000 start date.

Sincerely yours

Mark W. Smith

Southeast Employee Management Company
9498 Alternate A1A
Lake Park, Florida 33403

FILED
99 JAN -3 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FL

1-10
WC

FILED
99 JAN -3 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 1-1-00 ARTICLES OF INCORPORATION
OF
PEO Underwriters , Inc.

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, as follows:

ARTICLE I

The name of the corporation shall be PEO Underwriters , Inc. and principal office and registered office are the same at 701 NORTHLAKE BLVD , NORTH PALM BEACH, FL 33408

ARTICLE II

The purpose of the corporation is to engage in the activity or business of Insurance Sales according the laws of the United States and the State of Florida.

ARTICLE III

The corporation shall have authority to issue 100 shares of common stock with a par value of no per share.

ARTICLE IV

The period of this Corporation's existence is perpetual.

Effective Date is January 1, 2000.

ARTICLE V

The street address of the initial Registered Office of this Corporation is 9498 Alternat A1A, Lake Park , FL. 33403, and the initial Registered Agent of this Corporation at that address is Mark W. Smith.

ARTICLE VI

The number of directors constituting this Corporation's initial Board of Directors is ONE (1), whose name and address is as follows:

Mark W Smith
9498 Alt A1A
Lake Park , Fl 33403

ARTICLE VII

The name and address of the Incorporator is as follows:

Mark W Smith
9498 Alt A1A
Lake Park , Fl 33403

ARTICLE VIII

These Articles of Incorporation may be amended in any manner provided by law.

ARTICLE IX

The corporation shall indemnify its Officers, Directors, and Authorized Agents for all liabilities incurred directly, indirectly, or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now, or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of PEO Underwriters, Inc for the uses and purposes aforesaid this day of Dec 29, 1999 and he is hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.



Mark W Smith

STATE OF FLORIDA)
 :
COUNTY OF Palm Beach)

BEFORE ME, the undersigned authority, personally appeared Mark W. Smith, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 29th day of December, 1999


Notary Public

My commission expires:



ANNE C. BROWN
My Comm Exp. 9/23/2001
Bonded By Service Ins
No. CC682928
~~Not~~ Personally Known 11 Other I.D.