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January 3, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

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RE: Avon Insurance Brokers, Inc.
Our File #: 99-238-01

Dear Sir:

Enclosed herewith for filing are the original Articles of Incorporation and our firm's check in the amount of \$78.50 to cover the cost of filing and obtaining a certified copy of the Articles regarding the above referenced matter:

Thank you for your kind attention to this matter.

Sincerely,



Sherry M. Marvin
Paralegal

/s/mm

Enclosures

cc: Mr. Stanley Spurlock

FILED
2000 JAN -5 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AVON INSURANCE BROKERS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights, privileges, benefits, and obligations conferred and composed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I - NAME

The name of the corporation shall be: AVON INSURANCE BROKERS, INC.

The principal office and mailing address is 1732 U.S. Highway 27 North, Avon Park, Florida 33825.

ARTICLE II - DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III - PURPOSES AND POWERS

This Corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district, or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the Corporation shall have power to:

a. Conduct business, have one or more offices, in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey, or otherwise dispose of franchises in this State and in any of the several states, territories, possessions, and dependencies of the United States, the District of Columbia, and in foreign countries.

b. Purchase the corporate assets of any other corporation and engage in the same character of business.

c. Acquire, enjoy, utilize, and dispose of patents, copyrights, and trade marks and any licenses or other rights or interest thereunder or therein.

d. Take, hold, sell, and convey such property as may be necessary in order to obtain or secure payments of any indebtedness or liability to it.

e. Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; and while owner of such stock, exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

f. Purchase, hold, sell, and transfer shares of its own capital stock from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by this Corporation shall not be voted directly or

indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

g. Contract debts and borrow money, issue and sell or pledge Bonds, Debentures, Notes and other evidences of indebtedness, and execute such Mortgages, transfers of corporation property, or other instruments to secure the payment of corporate indebtedness as required.

h. Make gifts for educational, scientific, or charitable purposes.

i. Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith, acts and omissions to the extent provided by law.

j. Purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee, or agent of the Corporation, or is or was serving at the request of the Corporation as Director, Officer, employee, or Agent of another Corporation, partnership, joint venture, Trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Subsection (i) hereof.

k. Enter into General Partnerships, Limited Partnerships, (whether the Corporation be a Limited or General partner), Limited Liability Companies, joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in this

Certificate of Incorporation, joint or in common with others, so long as the participating corporation, entity, person or association would have power to do so alone. The foregoing clauses are both purposes and powers; and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the Corporation.

ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors, and may be paid in whole or in part by cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation with a value, in the judgment of the Board of Directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PRE-EMPTIVE RIGHTS

Each holder of common stock of this Corporation shall have the first right (subject to adjustment to avoid the issue of fractional shares) to purchase shares of common stock of this Corporation that may hereafter from time to time be issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right shall be deemed waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days

of receipt of a notice in writing from the Corporation inviting him to exercise the right.

ARTICLE VI - PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the Corporation in the State of Florida is 1732 U.S. Highway 27 North, Avon Park, Florida 33825. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other places or places within or without the State of Florida as it may designate.

ARTICLE VII - REGISTERED OFFICE; REGISTERED AGENT

The street address of the Corporation's initial registered office in this State is 1732 U.S. Highway 27 North, Avon Park, Florida 33825. The initial Registered Agent of this Corporation and the address of the Registered Agent of the Corporation shall be as follows:

Stanley Spurlock
1732 U.S. Highway 27 North
Avon Park, Florida 33825

ARTICLE VIII - DIRECTORS

This Corporation shall have two (2) Directors, initially. The number of directors may be increased or diminished from time to time, as provided in the By-Laws. The names and addresses of the initial Directors of this Corporation are:

Stanley Spurlock

1732 U.S. Highway 27 North
Avon Park, Florida 33825

Linda M. Spurlock

1732 U.S. Highway 27 North
Avon Park, Florida 33825

ARTICLE IX - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

Stanley Spurlock
1732 U.S. Highway 27 North
Avon Park, Florida 33825

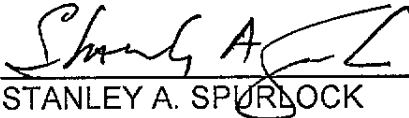
The Incorporator of these Articles of Incorporation hereby assigns to this Corporation any and all of his rights under Section 607.0202, Florida Statutes to constitute a corporation.

ARTICLE X - AMENDMENTS


The Corporation reserves the right to amend, alter, change, or repeal, any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this Corporation by unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS THEREOF, I, the undersigned Incorporator, have hereunto set my hand and seal, effective this the 3rd day of January, 2000, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file with the Department of State of the State of


Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


STANLEY A. SPURLOCK
Incorporator

STATE OF FLORIDA
COUNTY OF POLK

 The foregoing instrument was acknowledged before me this 3rd day of January, 2000 by STANLEY A. SPURLOCK, who is personally known to me or who has produced _____ as identification.

 Sherry M Marvin
My Commission CC863337
Expires September 3, 2003


NOTARY PUBLIC
Print Name: Sherry M. Marvin
My Commission Expires _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That AVON INSURANCE BROKERS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Avon Park, State of Florida, has named the following as its agent to accept service of process within the State of Florida:

AVON INSURANCE BROKERS, INC.

BY: Stanley A. Spurlock
STANLEY A. SPURLOCK
Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated corporation, 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 to the proper and complete performance of my duties.

Stanley A. Spurlock
STANLEY A. SPURLOCK
Registered Agent