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Melissa Jones
OF COUNSEL

March 1, 2000
P00000031614

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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*****78.75 *****78.75

Re: Incorporation of Charles Cole Insurance, Inc.

Dear Sir/Madam:

Enclosed please find the original and executed copy of the Articles of Incorporation of the above-referenced corporation, Designation of Registered Agent and Registered Office, and our firm's check in the sum of \$78.75 for the filing fee.

I would appreciate your returning to this office the Certificate of Incorporation, certified copy of Articles, and receipt as soon as possible.

If you have any questions, please feel free to call me.

Very truly yours,

WILKINS, FROHLICH, JONES,
HEVIA, RUSSELL & SUTTER, P.A.

W. Kevin Russell

WKR:nle
Enclosures

FILED
00 MAR 24 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T BROWN MAR 29 2000

PERSONAL INJURY • WRONGFUL DEATH • MEDICAL MALPRACTICE • WORKERS' COMPENSATION • BANKRUPTCY LAW • CIVIL LITIGATION
CORPORATION & BUSINESS LAW • CRIMINAL LAW • FAMILY LAW • GUARDIANSHIP • PROBATE • PRODUCTS LIABILITY • REAL ESTATE CLOSINGS • REAL PROPERTY LAW
SOCIAL SECURITY DISABILITY • TAXATION LAW • TRIAL PRACTICE • WILLS, TRUSTS & ESTATE PLANNING • ZONING, LAND USE & ADMINISTRATIVE LAW

FILED
00 MAR 24 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CHARLES COLE INSURANCE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these articles to be delivered to the Department of State, State of Florida for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME

The name of this corporation is CHARLES COLE INSURANCE, INC.

ARTICLE 2. - DURATION OF CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 4300 Kings Highway, #B-13, Charlotte Harbor, FL 33980. The name of the initial registered agent at such address is CHARLES B. COLE.

ARTICLE 6. - DIRECTORS

This corporation shall have one director initially.

The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than three.

ARTICLE 7. - INITIAL DIRECTOR

The name and post office address of the initial director is:

NAME

ADDRESS

Charles B. Cole

4300 Kings Highway, #B-13
Charlotte Harbor, FL 33980

ARTICLE 8. - INCORPORATOR

The name and post office address of the incorporator of this corporation is:

NAME

ADDRESS

Charles B. Cole

4300 Kings Highway, #B-13
Charlotte Harbor, FL 33980

ARTICLE 9. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name and affixed his seal this 21st day of March, 2000.

Witnesses:

Michele A. Vester

Charles B. Cole
Charles B. Cole

Nancy L. Elliott

STATE OF FLORIDA:

COUNTY OF CHARLOTTE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared CHARLES B. COLE to me known to be the person described as incorporator or who has produced a Florida Drivers License as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein stated and did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 21st day of March, 2000.

NOTARY PUBLIC:

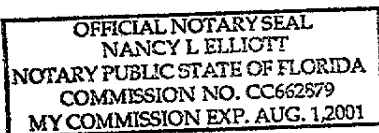
Nancy L. Elliott
Sign

Nancy L. Elliott
Print Name

CC662879
Commission No.

My commission expires:

(Seal)



FILED
00 MAR 24 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING A REGISTERED AGENT AND
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

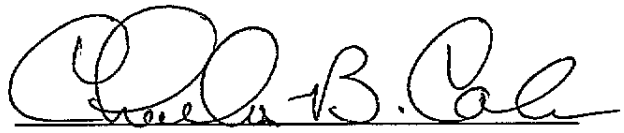
In compliance with Section 48.091, Florida Statutes, the following is submitted:

CHARLES COLE INSURANCE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 4300 Kings Highway, #B-13, Charlotte Harbor, County of Charlotte, State of Florida, has designated CHARLES B. COLE, whose street address is 4300 Kings Highway, #B-13, Charlotte Harbor, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

CHARLES COLE INSURANCE, INC.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.


Charles B. Cole