

P000000 33537

JOHN F. TOLSON, JR.
ATTORNEY AT LAW
2301 Park Avenue, Suite 406
Orange Park, Florida 32073

REPLY TO:
P.O. BOX 655
ORANGE PARK, FL 32067-0655

PHONE (904) 269-0050
FAX (904) 269-6119

March 24, 2000

100003188241--7
-03/29/00--01035--004
*****70.00 *****70.00

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

Re: CARMEN M. DeLISI INSURANCE, INC.

Dear Sirs:


Enclosed are the original Articles of Incorporation for the above corporation and my trust account check #3227 in the amount of \$70.00 to cover costs as follows:

1. \$35.00 filing fee
2. \$35.00 designation of Registered Agent

I have also enclosed one copy of the Articles of Incorporation for date stamp certification by you and return to me in the self addressed stamped envelope provided herein.

If you have any questions, please give me a call.

Very truly yours,


John F. Tolson, Jr.

FILED
00 MAR 29 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JFT,Jr./sgm
Enclosures

CB
4-3-00
4

ARTICLES OF INCORPORATION
OF
CARMEN M. DeLISI INSURANCE, INC.

FILED
MAR 29 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name

The name of this corporation shall be:

CARMEN M. DeLISI INSURANCE, INC.

ARTICLE II - Principal Office

The principal place of business and mailing address of this corporation shall be:

Principal Office

Mailing Address

950-6 Blanding Blvd.
Orange Park, FL 32065

Same

ARTICLE III - Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000

The corporation is authorized to issue only one class of shares of stock. The aggregate number of shares that the corporation is authorized to issue is 1,000 shares. The aggregate par value of the shares is One Thousand Dollars (\$1,000.00), and the par value of each share is \$1.00. No distinction shall exist between the shares of the corporation or between the holders of such shares.

ARTICLE IV - INDEMNIFICATION

The Corporation shall indemnify each officer and Director, including former officers and directors, to the full extent permitted by law including but not limited to Florida Statute Section 607.0850.

ARTICLES OF INCORPORATION
CARMEN M. DeLISI INSURANCE, INC.
Page 2

ARTICLE V - Preemptive Rights - Authorized

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price established by the Board of Directors for sale thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VI - Commencement of Corporate Existence

In accordance with Section 607.0203, Florida Statutes the date when corporate existence shall commence is when Articles are filed with the Secretary of State.

ARTICLE VII - Initial Registered Agent And Address

The name and address of the initial registered agent is:

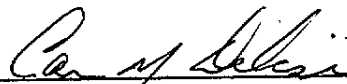
JOHN F. TOLSON, JR.
2301 Park Ave. Suite 406
Orange Park, FL 32073

ARTICLE VIII - Incorporator

The name and address of the initial incorporator to these Articles of Incorporation is:

CARMEN M. DeLISI
1742 Country Walk Dr.
Orange Park, FL 32073

The undersigned has executed these Articles of Incorporation this 24th day of March, 2000.


CARMEN M. DeLISI
Incorporator

00 MAR-29 PM 1:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

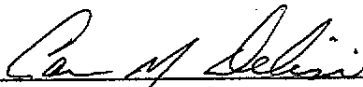
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is:

CARMEN M. DeLISI INSURANCE, INC.

2. The name and address of the Registered Agent and office is:

JOHN F. TOLSON, JR.
2301 Park Ave. Suite 406
Orange Park, FL 32073


CARMEN M. DeLISI
Title: Incorporator
Date: March 24, 2000

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.


JOHN F. TOLSON, JR.
Date: March 24, 2000