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Barkett & Garavaglia

CHARTERED

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PLEASE REPLY TO:

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April 3, 2000

MASTER OF LAWS IN ESTATE PLANNING
BOARD CERTIFIED REAL ESTATE LAWYER
**MASTER OF LAWS IN REAL PROPERTY DEVELOPMENT
Federal Express

200003195312--6

Department of State
Division of Corporations
409 E. Gaines Street (32399)
Post Office Box 6327
Tallahassee, FL 32314

200003195312--6
-04/04/00--01074--015
*****78.75 *****78.75

Re: Karen Harris Insurance Agency, P.A.

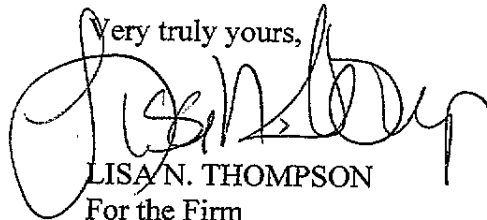
Dear Sir or Madam:

With regard to the above, enclosed is original and one (1) copy of Articles of Incorporation and my firm's check in the amount of \$78.75, which represents the filing fee, registered agent fee and certified copy fee.

Upon receipt and assignment of Charter Number, please return to Lisa N. Thompson, Esq., Post Office Box 3686, Vero Beach, Florida 32964.

If you have any questions or need additional information please call the undersigned at 561-231-4343. Thank you.

Very truly yours,


LISA N. THOMPSON
For the Firm

FILED
00 APR -4 PM 1:52
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

LNT/jcm
Enclosures

cc/enc: Karen Harris

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CC.
4-7-00

ARTICLES OF INCORPORATION

OF

KAREN HARRIS INSURANCE AGENCY, P.A.

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these articles of incorporation, being duly licensed to sell and provide insurance products under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the professional service corporation is **KAREN HARRIS INSURANCE AGENCY, P.A.**

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this professional service corporation are:

**KAREN HARRIS INSURANCE AGENCY, P.A.
1636 North Central Avenue
Sebastian, Florida 32958.**

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the sales and provision of insurance products in the State of Florida. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State, unless sooner dissolved according to law.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1,000 shares of common stock having a par value of \$.10 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to sell and provide insurance products in the State of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent and the initial registered office of this professional service corporation are:

Karen Harris
1636 North Central Avenue
Sebastian, Florida 32958

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The number of Directors of this professional service corporation shall be not less than one (1) nor more than five (5). The name and address of the member of the first board of directors is:

Karen Harris, RHU
1636 North Central Avenue
Sebastian, Florida 32958.

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is:

Karen Harris, RHU
1636 North Central Avenue
Sebastian, Florida 32958.

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to sell and provide insurance products in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on 3rd of April, 2000.

Signed, sealed and delivered
in the presence of:

[Signature]
[Signature]
As to Karen Harris, RHU

KAREN HARRIS, RHU

[Signature]
Karen Harris, RHU

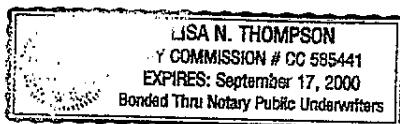
ACKNOWLEDGMENT OF REGISTERED AGENT

I, the undersigned do hereby acknowledge and accept appointment as Registered Agent of
Karen Harris Insurance Agency, P.A.

[Signature]
Karen Harris

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 3rd day of April, 2000,
by KAREN HARRIS, who is personally known to me or who has produced _____
as identification and who did ~~(did not)~~ take an oath.



[Signature]
Notary Public
Name: _____
Commission Number: _____
Commission Expiration: _____

FILED
APR -4 PM 1:52
TALLAHASSEE, FLORIDA