

P00000045519

April 28, 2000

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

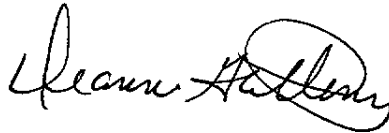
Re: Insurance By TD, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the filing fees, certified copy of Articles of Incorporation and fee for registered agent designation for the above corporation.

Very truly yours.



Deann Gatteny

INSURANCE BY TD, INC.
7381 SEA ISLAND ROAD
FT. MYERS, FL 33912

800003239388--8
-05/04/00--01052--004
****122.50 ****78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY -4 AM 11:18

FILED

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ARTICLES OF INCORPORATION

OF

INSURANCE BY TD, INC.

THE UNDERSIGNED SUBSCRIBER(S) TO THESE ARTICLES OF INCORPORATION, NATURAL PERSON(S) COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS:

INSURANCE BY TD, INC.

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO FLORIDA LAW.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND SHARES (1000) OF DOLLAR(S) (\$1) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE PRINCIPAL OFFICE, IF KNOWN, OR THE MAILING ADDRESS OF THE CORPORATION IS:

NAME: INSURANCE BY TD, INC.

ADDRESS: 7381 SEA ISLAND ROAD

CITY/STATE/ZIP: FT. MYERS, FL 33912

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

NAME: DEANN GATTENY

ADDRESS: 7327-A SANIBEL BLVD.

CITY/STATE/ZIP: FT. MYERS, FL 33912

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00 MAY - 4 AM 11: 28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THE CORPORATION IS AS FOLLOWS:

NAME: THOMAS E. BERTGES

ADDRESS: 7381 SEA ISLAND ROAD

CITY/STATE/ZIP: FT. MYERS, FL 33912

ARTICLE VII - INCORPORATOR

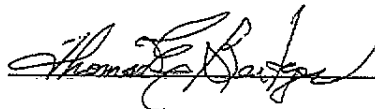
THE NAME AND ADDRESS OF THE INCORPORATOR SIGNING THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:

NAME: INSURANCE BY TD, INC.

ADDRESS: 7381 SEA ISLAND ROAD

CITY/STATE/ZIP: FT. MYERS, FL 33912

IN WITNESS WHEREOF, IN UNDERSIGNED SUBSCRIBER HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 2 DAY OF May, 2000.

 (SEAL)

(STATE OF FLORIDA)
(COUNTY OF LEE)

ON May 2, 2000 BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED THOMAS BERTGES KNOWN TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT SHE EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE
AND COUNTY AFORESAID, THIS 2 DAY OF May, 2000.

(NOTARY SEAL)


(NOTARY PUBLIC, STATE OF FLORIDA)
MY COMMISSION EXPIRES:



FILED

00 MAY -4 AM 11:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

INSURANCE BY TD, INC.

PURSUANT TO FLORIDA STATUTES SECTION 48.091 AND 607.0501, THE FOLLOWING IS
SUBMITTED:

THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF
INCORPORATION

AT 7327-A SANIBEL BLVD., FT. MYERS, FL 33912

HAS NAMED DEANN GATTENY
LOCATED AT THE AFORESAID ADDRESS, AS ITS REGISTERED AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, AND
BEING FAMILIAR WITH THE OBLIGATIONS OF THAT POSITION, I HEREBY ACCEPT TO ACT
IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW IN
KEEPING OPEN THIS OFFICE.


DEANN GATTENY
REGISTERED AGENT