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TEW, ZINOBER, BARNES, ZIMMET & UNICE, L.L.P.  
ATTORNEYS AT LAW

JOEL R. TEW  
FREDRIC S. ZINOBER  
ROBERT L. BARNES, JR.  
ALAN S. ZIMMET  
T. R. UNICE, JR.  
ANDREW J. SALZMAN  
JEFFREY P. CARIO  
LEE WM. ATKINSON  
DONNA J. FELDMAN

CLEARWATER OFFICE  
PRESTIGE PROFESSIONAL PARK  
2655 McCORMICK DRIVE  
CLEARWATER, FLORIDA 33759

HERNANDO OFFICE  
7361 FOREST OAKS BLVD.  
SPRING HILL, FLORIDA 34606

CLEARWATER OFFICE  
(727) 799-2882

FAX  
(727) 726-0058  
(727) 799-6794  
(727) 799-0833

PLEASE REPLY TO:  
P.O. BOX 5124  
CLEARWATER, FLORIDA 33758  
TELEPHONE: (727) 799-2882

HERNANDO OFFICE  
(352) 683-0597  
FAX  
(352) 686-0701

OF COUNSEL:  
STEPHANIE A. VAUGHAN  
LARRY J. GONZALES

Web site: [www.tzbzu.com](http://www.tzbzu.com)

E-mail: [lschumacher@tzbzu.com](mailto:lschumacher@tzbzu.com)

May 12, 2000

BRET T. JARDINE  
ROBERT E. HEYMAN  
JOSEPH A. CORSMEIER  
KAREN B. CLARK  
RICHARD C. MILLIAN  
THERESA A. DEEB  
NICOLE E. WEISS  
JOSEPH H. GRAVES  
TONY J. TUNTASIT

Division of Corporations  
Department of State  
The Capitol  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Steve Harrell Insurance, Inc.

Gentlemen:

Enclosed is the original and one signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$78.75 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,

TEW, ZINOBER, BARNES, ZIMMET & UNICE, L.L.P.

  
Linda B. Schumacher  
Legal Assistant

LBS/me

Enclosures

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

RECEIVED  
MAY 15 PM 12:51  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

D. BROWN MAY 19 2000

00 MAY 15 PM 12:51  
FBI MIAMI  
FLORIDA

The name and address of each incorporator of the corporation is

Mark Stephen Harrell

4625 East Bay Drive, #207  
Clearwater, FL 33764

#### ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 4625 East Bay Drive, #207, Clearwater, Florida 33764. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

#### ARTICLE IX - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

#### ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

#### ARTICLE XI - PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

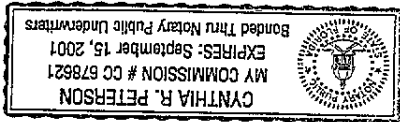
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of May, 2000.

Mark S. Harrell  
Mark Stephen Harrell

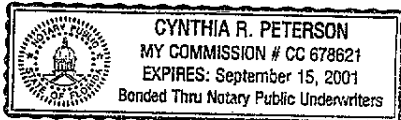
STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of May, 2000, by Mark Stephen Harrell, who is personally known to me or who has produced \_\_\_\_\_ (type of identification) as identification.



(NOTARY SEAL)



Cynthia R. Peterson  
Signature of Person Taking Acknowledgment

Cynthia R. Peterson  
Name of Acknowledger Typed, Printed or Stamped

Notary Public, State of Florida

CC 678621  
Notarial Serial Number

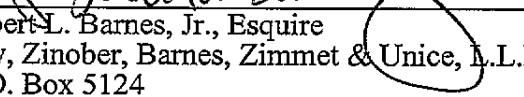
**NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

00 MAY 15 PM 12:51  
ALLIANCE STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0501, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for Steve Harrell Insurance, Inc., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 12th day of may, 2000.

Tew, Zinober, Barnes, Zimmet & Unice, L.L.P.

By: \_\_\_\_\_

  
Robert L. Barnes, Jr., Esquire  
Tew, Zinober, Barnes, Zimmet & Unice, L.L.P.  
P. O. Box 5124  
2655 McCormick Drive  
Clearwater, FL 33758-5124  
(727) 799-2882