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**CARTER
THOMAS**
LAW OFFICES LLP

FILED
00 JUN - 7 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 5, 2000

Via Federal Express

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

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

Re: Hathcock, Yancey, Puller Insurance.com, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for **HATHCOCK, YANCEY, PULLER INSURANCE.com, INC.** Please file these Articles and return one certified copy to me. I have enclosed my check in the amount of \$78.75 to cover the costs of filing, one certified copy and the registered agent designation.

If you have any further questions concerning this matter, please do not hesitate to contact me.

EFFECTIVE DATE
06-05-00

Very truly yours,



Donald J. Thomas

signed in my absence to avoid delay

DJT\cbv
Encl.

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ARTICLES OF INCORPORATION
of
HATHCOCK, YANCEY, PULLER INSURANCE.com, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I.

The name of the corporation is **Hathcock, Yancey, Puller Insurance.com, Inc.**

ARTICLE II.

The Corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III.

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

EFFECTIVE DATE
06-05-00

The Corporation is authorized to issue 100,000.00 (One Hundred Thousand) Class A shares of Common stock at No Dollars and 1/100 (\$0.01) par value. Each outstanding share of Class A Common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders. In addition, each Class A share shall be convertible, at the sole option of the holder thereof, into 20 shares of Class B Common stock.

The Corporation is also authorized to issue 25,000,000 (Twenty-five Million) shares of Class B, non-voting Common stock. No Class B shares of Common stock shall have any voting rights.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the Corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all Stockholders ten (10) days prior to such issuance.

ARTICLE V.

The principal address of the Corporation shall be: **21392 Town Lakes Drive, Unit 10-18, Boca Raton, Florida 33486.**

ARTICLE VI.

All corporate powers shall be executed by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

The Corporation shall have one (1) Director initially. The number of Directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

The names and street addresses of the initial directors who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

**R. Jan Epstein
P.O. Box 810003
Boca Raton, Florida 33481**

ARTICLE VII.

The Corporation may indemnify any present or former Officer or Director or person exercising powers and duties of a Director to the full extent now or hereafter permitted by law.

ARTICLE VIII.

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Class A Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaw adopted by the Class A Shareholders if said Shareholders provide that the Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX.

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the Corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X.

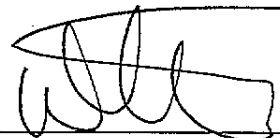
The name and address of the Incorporator to these Articles of Incorporation is:

Donald J. Thomas. Esq.
1200 North Federal Highway
Suite 312
Boca Raton, Florida 33432

ARTICLE XI.

The street address of the initial registered office of the Corporation is **1200 North Federal Highway, Suite 312, Boca Raton, Florida 33432** and the name and address of the initial Registered Agent of the Corporation is: **Donald J. Thomas, Esq., Carter & Thomas, LLP.**

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation on this 5 day of June, 2000.

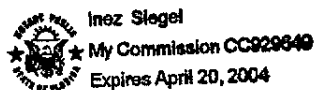


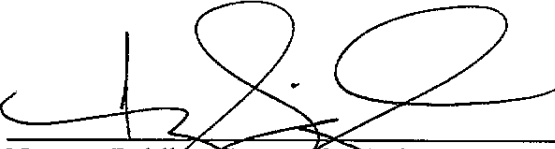
Donald J. Thomas, Incorporator

STATE OF FLORIDA :
: ss.
COUNTY OF PALM BEACH :

BEFORE ME, the undersigned authority, personally appeared **Donald J. Thomas**, who is personally known to me or who has produced N/A as identification and who first, being duly sworn on oath, acknowledged before me that he executed the above and foregoing instrument for the intent and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL in the County and State last aforesaid on this
5 day of June, 2000.



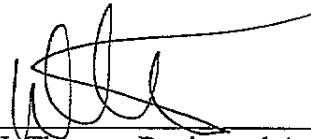


Notary Public, State of Florida at Large
Printed Name of Notary: _____
Commission No.: _____
My Commission Expires: _____

CERTIFICATE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for
said Corporation.

DATED: 6/5/00



Donald J. Thomas, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA