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June 15, 2000

Secretary of State
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32314

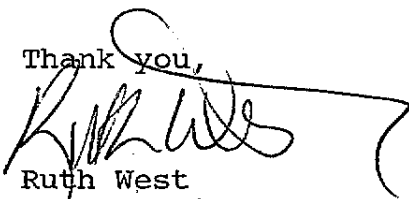
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-06/19/00-01009-007
****122.50 *****78.75

RE: TERRY NORTHCUTT INSURANCE AGENCY, INC.

Enclosed is original and one copy of Articles of Incorporation and Designation of Registered Agent. Also enclosed is a check in the amount of \$122.50 to cover the filing fees (Articles - \$35; Designation of RA - \$35; certified copy of Articles - \$52.50).

If the enclosed documents meet with your approval, please file and forward a certified copy to our office.

Thank you,



Ruth West
Legal Assistant to Donald E. Holmes
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TERRY NORTHCUTT INSURANCE AGENCY, INC.

The undersigned, a natural person competent to contract, hereby makes, subscribes, acknowledges and adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation is Terry Northcutt Insurance Agency, Inc..

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation with the Department of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock having a par value of one (\$1.00) per share.

ARTICLE V - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights.

This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The principal office and mailing address of the initial registered office of this corporation is 8532 S.W. Highway 200, Ocala, Florida 34481, and the name of the initial registered agent at that address is Terry Northcutt.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by by-laws adopted by the stockholders, but shall never be less than one. The names and addresses of the initial members of the board of Directors of this corporation are:

Terry Northcutt, 3383 NE 31 Avenue, Ocala, Florida 34479

ARTICLE VIII - INCORPORATOR

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

Terry Northcutt, 3383 NE 31 Avenue, Ocala, Florida 34479

ARTICLE IX - INSURANCE

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who served, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such.

ARTICLE X - DIRECTOR CONFLICT OF INTEREST

a. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are

financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested directors or directors; or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

b. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them through action of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of JUNE, 2000.

Terry Northcutt
Terry Northcutt
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED
AGENT AND OFFICE**

In compliance with Sections 48091 and 607.034, Florida Statutes,
the following is submitted:

That TERRY NORTHCUTT INSURANCE AGENCY, INC. desiring to organize
and qualify as a corporation under the laws of the State of
Florida, with its initial registered office at 8532 SW Highway 200,
Ocala, Florida 34481, has named Terry Northcutt, located at (same
address), as its Registered Agent to accept service of process
within the State of Florida; and

That, having been named to accept service of process for the above-
named corporation, at the place designated in this Certificate,
Terry Northcutt hereby agrees to act in this capacity, and further
agrees to comply with the provisions of all statutes relative to
the proper performance of his duties. I acknowledge that I am
familiar with and accept the obligations of my position as
registered agent.

Terry I. Northcutt
Terry Northcutt

STATE OF FLORIDA
COUNTY OF Marion

I HEREBY CERTIFY that on this day personally appeared before
me, an officer duly authorized to administer oaths and take
acknowledgments, Terry Northcutt, who is personally known to me or
who has produced drivers license, as identification, who
acknowledged before me that he is the person described in and who
executed the foregoing instrument and he acknowledged before me that
he executed the same freely and voluntarily for the purposes
therein expressed.

WITNESS my hand and official seal at Ocala, County of
Putnam, and State of Florida, this 14 day of June, 2000.
MARION

[Signature]
Notary Public -
My Commission Expires:

