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**Florida Department of State**

**Division of Corporations**

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To:  
Division of Corporations  
Fax Number : (850)922-4001

From:  
Account Name : FOLEY & LARDNER OF TAMPA  
Account Number : 071344001620  
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Fax Number : (813)221-4210

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**agentLIFE Insurance & Financial Services, Inc.**

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**AGENTLIFE INSURANCE**  
**& FINANCIAL SERVICES, INC.**

**THE UNDERSIGNED**, acting as the sole incorporator of **agentLIFE Insurance & Financial Services, Inc.** (the "Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified, hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I**

**Name**

The name of the Corporation is: **agentLIFE Insurance & Financial Services, Inc.**

**ARTICLE II**

**Business and Activities**

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**Shares**

The total number of shares which the Corporation shall have the authority to issue shall be ten thousand (10,000) shares, consisting of a single class of common stock having a par value of \$.01 per share.

**ARTICLE IV**

**Principal Office**

The address of the principal office of the Corporation is 5350 West Kennedy Boulevard, Tampa, Florida 33609-2410.

**ARTICLE V**

**Initial Registered Office and Agent**

The address of the initial registered office of the Corporation is 200 Laura Street North, Third Floor, Jacksonville, FL 32202 and the initial registered agent at such address is F & L Corp.

Martin A. Traber, Esquire  
Florida Bar # 0099805  
Foley & Lardner  
100 N. Tampa Street, Suite 2700  
Tampa, Florida 33602  
Phone 813-229-2300

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FROM

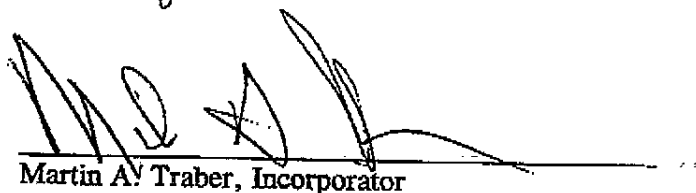
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**ARTICLE VI**  
**Incorporator**

The name and address of the sole incorporator of the Corporation is as follows:

**Martin A. Traber, Esquire**  
**Foley & Lardner**  
**100 North Tampa Street, Suite 2700**  
**Tampa, Florida 33602**

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator as of the 1st day of July, 2000.

  
Martin A. Traber, Incorporator

FROM

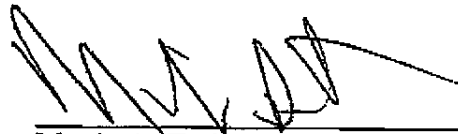
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**ACCEPTANCE OF APPOINTMENT BY INITIAL  
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of agentLIFE Insurance & Financial Services, Inc.

DATED: Effective this 12<sup>th</sup> day of July, 2000.

F & L CORP.



Martin A. Traber, Esquire  
Title: Vice President

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