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August 22, 2000

SECRETARY OF STATE,
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Cadenhead Johnson Agency, P.A.

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Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named professional corporation along with a check for \$87.50, which includes the \$70.00 filing fee, \$8.75 certification fee, and the \$8.75 fee for the certificate of status. Please file the original Articles, certify the copy, and return the certified copy to our office in the enclosed self-addressed stamped envelope.

Thank you very much for your time and attention to this matter. Please do not hesitate to contact this office at once if you have any questions, or if I may be of assistance to you.

Sincerely,

Amy Jacquay

Amy Jacquay, Legal Assistant to:
Alisa W. James, Esq.

FILED
00 AUG 23 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/aj

Enclosures: As stated

P# 8/29/00

**ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION
(FS §607.0202 AND CHAPTER 621)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to sell life insurance and other insurance in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I.

Name of Corporation, Principal Office and Mailing Address

The name of this corporation shall be **CADENHEAD JOHNSON AGENCY, P.A.** The principal office of this corporation shall be **2867 Caledonia Street, Marianna, Florida.** The mailing address of this corporation shall be the same.

II.

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the sale of insurance, and all its fields of specializations, as are engaged in by insurance agents.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III.

Capital Stock

- A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at \$1.00 per share par value.
- B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- C. Shares of the corporation's stock and certificates shall be issued only to individuals in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV.

Duration

The corporation shall have perpetual existence.

V.

Registered Agent

The address of this corporation's initial registered office is **2867 Caledonia Street, Marianna, Florida** and the name of its initial registered agent at said address is **Jon R. Johnson**.

VI.

Incorporator

The name and address of the Incorporator is as follows: **Jon R. Johnson, 2867 Caledonia Street, Marianna, Florida**.

VII.

Board of Directors

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the Initial Board of Directors of this corporation are **Jon R. Johnson, 2867 Caledonia Street, Marianna, Florida**.

VIII.

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX.

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X.

Informal Director Action.

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI.

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII.

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation in State of Florida, this 22 day of August, 2000.

00 AUG 23 AM 8:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


JON R. JOHNSON, Incorporator

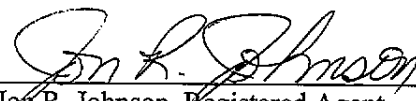
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is CADENHEAD JOHNSON AGENCY, P.A.
2. The name and address of the registered agent and office is:

Jon R. Johnson
2867 Caledonia Street
Marianna, FL 32446

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Jon R. Johnson, Registered Agent