

PAYNE & RANDA, P.A.

ATTORNEYS AT LAW

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P00000094880

Secretary of State
Division of Corporations—New Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: New Corporation

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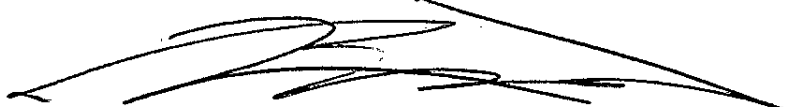
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*****78.75 *****78.75

Dear Division of Corporations:

Please find enclosed an original of the Articles of Incorporation for Susan M. Rose & Associates, P.A. Also note that a designation of the registered agent is included with a check for \$78.75. Please file this corporation and send a certified copy of the incorporation to the above address. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance and should you have any questions, please contact me.

Sincerely,



Burke L. Randa

Burke L. Randa GAVE

AUTHORIZATION BY PHONE TO
CORRECT Article #
DATE 10/9/00
DOC. EXAM lee

FILED
00 OCT -5 AM 7:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

~~100-24373~~

† BROWN OCT - 9 2000

**ARTICLES OF INCORPORATION
OF
SUSAN M. ROSE & ASSOCIATES, P.A.**

FILED
00 OCT -5 AM 7:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned Incorporator, for the purpose of forming a professional service corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

SUSAN M. ROSE & ASSOCIATES, P.A.

The Principle place of business of this corporation shall be 2400 Forsyth Road, Suite 105, Orlando, Florida 32807.

ARTICLE II

This professional service corporation is organized for the purpose of engaging in writing insurance policies ^{as an insurance broker} or to engage in any activity permitted under the laws of the United States and the laws of the State of Florida.

The Corporation shall do everything necessary and proper in accomplishing the purposes set forth above and to do anything incidental thereto which is not forbidden under the laws of the United States and the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at ant time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share. Shares of the Corporation's stock shall be issued only in compliance with subchapter S of the Internal Revenue Code regarding corporations.

ARTICLE IV

The Corporation shall have a perpetual existence.

ARTICLE V

The street address of the initial registered office of the corporation is 2400 Forsyth Road, Suite 105, Orlando, Florida 32807 and the name of the initial registered agent is Susan M. Rose.

ARTICLE VI

The Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Susan M. Rose
2400 Forsyth Road, Suite 105
Orlando, Florida 32807

ARTICLE VII

The name and address of the person signing these Articles of Incorporation as Incorporator is:

Susan M. Rose
2400 Forsyth Road, Suite 105
Orlando, Florida 32807

ARTICLE VIII

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Susan M. Rose
2400 Forsyth Road, Suite 105
Orlando, Florida 32807

ARTICLE IX

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

ARTICLE X

The power to adopt, alter, amend or repeal Bylaws shall be vested in the board of directors of this corporation.

ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred on shareholders herein is granted subject to this revocation.


I, the Incorporator of this Corporation, have executed these Articles of Incorporation on this 7th day of October, 2000.


Susan M. Rose

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared Susan M. Rose, known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose therein expressed and who produced a drivers license as identification and who did take an Oath.

Witness my hand and official seal this 7th day of October, 2000.

 Burke Randa
My Commission CC704078
Expires December 21, 2001


Notary Public, State of Florida

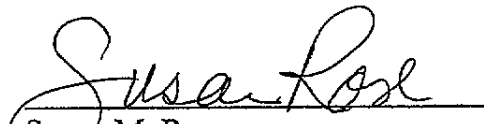
DESIGNATION OF REGISTERED AGENT

SUSAN M. ROSE & ASSOCIATES, P.A. desiring to organize under the laws of the State of Florida, with its principle office indicated in the Articles of Incorporation, at Orlando, Florida, had and does by these presents name Susan M. Rose as its registered agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named to accept service of process of the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.

Dated this 3rd day of October, 2000.


Susan M. Rose

FILED
00 OCT -5 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA