

Vickery Insurance Group, Inc.
301 W. State Road 434, Suite 333
Winter Springs, Florida 32708

PD00000097205

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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-10/09/00--01066--017
****122.50 ****78.75

Gentlemen:

With respect to the information of a new Florida corporation, Vickery Insurance Group, Inc., we submit the following:

1. Our check for \$122.50 to cover filing fees, etc.
2. Two copies of the Articles of Incorporation.
3. Certificate Designating Place of Business or Domicile For The Service of Process Within Florida, Naming Agent Upon Whom Process May Be Served.

We would greatly appreciate your prompt action as numerous licenses, applications, etc. require a certified copy of the Articles of Incorporation and the assigned Florida Charter number.

Please advise if you need any additional information.

Very Truly Yours,



Mark Vickery, President

Enclosures

EFFECTIVE DATE
10/10/00

FILED
00 OCT 16 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Feb
10/17

Client notified in writing
of corrections.

W-24471



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 10, 2000

MARK VICKERY
301 W STATE ROAD 434 STE 333
WINTER SPRINGS, FL 32708

SUBJECT: VICKERY INSURANCE GROUP, INC.
Ref. Number: W00000024471

We have received your document for VICKERY INSURANCE GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Gina Bullock
Document Specialist

Letter Number: 600A00053369

ARTICLES OF INCORPORATION
OF
VICKERY INSURANCE GROUP, INC.

FILED
00 OCT 16 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is: Vickery Insurance Group, Inc.
301 W State Road 434 Ste 333 Winter Springs, FL. 32708

ARTICLE II

DURATION

This Corporation shall exist perpetually, commencing as of the date of execution of these Articles.

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 301 W. State Road 434, Winter Springs, Florida 32708 and the name of the initial registered agent of this Corporation at that address is Mark Vickery.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either 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:

<u>Name</u>	<u>Address</u>
Mark Vickery	301 W. State Road 434 Winter Springs, Florida 32708
Michelle Vickery	301 W. State Road 434 Winter Springs, Florida 32708

Feb

ARTICLE VII

INCORPORATION

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

Name

Address

Mark Vickery

301 W. State Road 434
Winter Springs, Florida 32708

ARTICLE VIII

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE IX

INDEMNIFICATION

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

ARTICLE X

BYLAWS

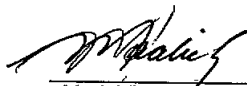
The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of October 2000.



Mark Vickery, Incorporator
Vickery Insurance Group, Inc.

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 4th day of ~~September~~^{October}, 2000.



A large, stylized handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke, positioned above the notary's title.

Notary Public - State of Florida

My Commission Expires: 7-16-03

CONSENT IN LIEU OF
ORGANIZATIONAL MEETING OF BOARD OF DIRECTORS
OF
VICKERY INSURANCE GROUP, INC.

The undersigned, constituting the full membership of the Board of Directors named in the Articles of Incorporation of Vickery Insurance Group, Inc. (the "Corporation"), acting without meeting pursuant to the Florida General Corporation Act, hereby consent to and unanimously adopt the following actions, preambles and resolutions:

1. RESOLVED, that this Consent shall be in lieu of the organizational meeting of the Board of Directors of this Corporation.
2. RESOLVED, that the proposed form of Bylaws for the regulation and management of the affairs of the Corporation which has been read, section by section, is hereby unanimously adopted and ordered to be made a part of the permanent records to follow the Certificate of Incorporation in the minute book of this Corporation.
3. RESOLVED, that the following persons be and the same hereby are elected to be officers of the Corporation to assume the duties and responsibilities fixed by the Bylaws and to serve until their respective successors are chosen and qualify:

President: Mark Vickery

Vice President: Michelle Vickery

Secretary and Treasurer: Michelle Vickery

4. RESOLVED, that the corporate seal, the impression of which is affixed in the margin hereof, is the same shall be the corporate seal of the Corporation.
5. RESOLVED, that the form of stock certificates attached to these minutes is adopted and approved.
6. RESOLVED, that the registered office of the Corporation shall be 301 W. State Road 434, Winter Springs, Florida 32708 and Mark Vickery at that address be and hereby is appointed Registered and Resident Agent of the Corporation.
7. RESOLVED, that the Corporation bank account be established that the Treasurer be and hereby is authorized to honor from the deposits of the Corporation checks drawn against such deposits signed by the Treasurer or the Treasurer's designate so long as there is a balance in favor of the Corporation; and that the Resolution for this purpose on printed form of said Bank is hereby adopted, a copy of which appears in the minute book immediately following these minutes.
8. RESOLVED, that the Treasurer is authorized to pay all fees and expenses incident to and necessary for the organization of this Corporation.
9. RESOLVED, that the acts of the officers, incorporators, promoters, directors and shareholders, from the date of incorporation to the present date, be and the same hereby are ratified and confirmed.
10. RESOLVED, that the President of the Corporation be and hereby is authorized to open an investment account or accounts with such appropriate firms as he may select in order to invest during the course of the year and corporate funds which the officers of the Corporation may determine proper.
11. RESOLVED, that the Corporation shall maintain as part of its corporate record, the book entitled "Minute Book" which shall include, but which shall not be limited to, a record of its Articles of Incorporation and Amendments thereto, its Bylaws and Amendments thereto, Minutes of all Meetings or Consents in lieu thereof of its Directors and Shareholders; and

FURTHER RESOLVED, that the Secretary is directed to procure such Minute Book and such other books and records as may be required by the Corporation.

12. RESOLVED, THAT THE OFFICERS OF THE Corporation are directed to obtain in the name of the Corporation such licenses and tax permits as may be required for the conduct of the business of the Corporation by a Federal, State, County or municipal Governmental Ordinance of Regulation and to do all things necessary or convenient to qualify the Corporation to transact its business in compliance with the Bylaws and regulations of any appropriate Federal, State, County or municipal Governmental authority.

13. RESOLVED, that the Corporation, pursuant to Section 248(a) of the Internal Revenue Code of 1954, elects to deduct its organizational expenditures ratably over a period of sixty (60) months commencing with the month of November; and

FURTHER RESOLVED, that the appropriate officers of the Corporation be and hereby are authorized, empowered and directed to prepare a statement in accordance with Treasury Regulations Section 1.248-1© and to attach the statement to the Corporation's Federal income tax return for the Corporation's first fiscal year.


14. RESOLVED, that the Corporation issue the following shares of stock on the dates and for the cash payments of the individuals listed below:

NAME OF SHAREHOLDER	DATE OF ISSUE	CASH PAYMENT	NUMBER OF SHARES RECEIVED
Mark Vickery		\$ 100.00	100
Michelle Vickery		100.00	100

15. RESOLVED, that the President and Secretary, Treasurer of the Corporation be and hereby are delegated the authority to determine the wages for all hourly rate employees.

We, the undersigned, being of all the Directors of Vickery Insurance Group, Inc., do hereby ratify, approve, consent to and confirm all of the above preambles, resolutions and action.

Dated: October 10, 2000


Mark Vickery


Michelle Vickery

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Name of Corporation: Vickery Insurance Group, Inc.

Registered Office Address: 301 W. State Road 434
Winter Springs, Florida 32708

Registered Agent: Mark Vickery

The above Corporation at its listed registered office address hereby names individual
listed above as its agent to accept service of process within the State of Florida.

Dated: _____



Mark Vickery, Incorporator

Vickery Insurance Group, Inc.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at
place designated in this certificate, I hereby accept to act in this capacity, and agree to comply
with the provisions of all statutes relative to the proper and complete performance of my duties.



Mark Vickery, Registered Agent

FILED
00 OCT 16 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA