

Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To: Division of Corporations
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From: Account Name : STEARNS WEAVER MILLER, ET AL.
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Phone : (305) 789-3200
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FILED**FLORIDA PROFIT CORPORATION OR P.A.****Poe Insurance Group, Inc.**

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**ARTICLES OF INCORPORATION
OF
POE INSURANCE GROUP, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **POE INSURANCE GROUP, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 150 West Flagler Street, Suite 2200, Miami, Florida 33130.

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Filed by: J. Christenfeld, Corp. Legal Asst.
Stearns Weaver Miller, et al
150 West Flagler Street, Suite 2200
Miami, FL 33130
T: 305-789-3545/F: 305-789-3395

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ARTICLE IV - INITIAL REGISTEREDOFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

NameAddress

Curtis H. Sitterson

2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INCORPORATOR

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

NameAddress

Curtis H. Sitterson

2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

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ARTICLE VII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

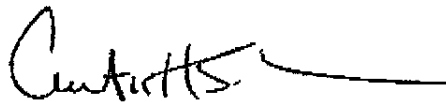
ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of October, 2000.



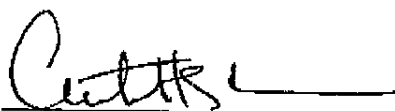
Curtis H. Sitterson, Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



Curtis H. Sitterson, Registered Agent

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