

State Farm Insurance Companies



November 13, 2000

Tallahassee Regulatory Law
315 South Calhoun Street
Suite 344
Tallahassee, Florida 32301-1837

Vincent J. Rio, III
Counsel
Phone: (850) 681-6300
Fax: (850) 681-6551

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Florida IPSI, Inc.

EFFECTIVE DATE

11/06/00

Enclosed is an original and one (1) copy of the articles of incorporation and \$87.50 Filing Fee, a Certified Copy and Certificate of Status.

FROM:

Vincent J. Rio, III

315 South Calhoun Street, Suite 344

Address

Tallahassee, FL 32301-1837

City, State & Zip

(850) 681-6300

Daytime Telephone Number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV 13 PM 2:55

APPROVED
AND
FILED

Sincerely,

Vincent J. Rio, III
STATE FARM INSURANCE COMPANIES

VJR/dl

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*****87.50 *****87.50

EFFECTIVE DATE

11/06/00

**ARTICLES OF INCORPORATION
OF
Florida IPSI, Inc.**

The undersigned makes, subscribes and files these Articles for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation is Florida IPSI, Inc.

ARTICLE TWO

The principle place of business of the corporation will be in Winter Haven, Florida. The mailing address will be State Farm Insurance Companies, 7401 Cypress Gardens Blvd., Winter Haven, Florida, 33888.

ARTICLE THREE

The period of the corporation's duration is perpetual.

ARTICLE FOUR

The purposes for which the corporation is organized are:

- A. To lawfully facilitate the transacting of insurance by acting as an incorporated insurance agency for one or more insurance companies or carriers as permitted by law; and to contract with insurance companies and insurance agents and other persons for services related to the transaction of insurance in conformity with the Florida Insurance Code.
- B. To transact any or all lawful business for which corporations may be incorporated under the general laws of the State of Florida; and
- C. To do everything necessary, proper, advisable or convenient for the accomplishment and furtherance of such purposes.

ARTICLE FIVE

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of voting common stock having a par value of one dollar (\$1.00) per share.

Cumulative voting of shares shall not be permitted. Further, the shareholders shall have no preemptive right to acquire additional, unissued, or treasury shares, or securities convertible to shares.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV 13 PM 2:55

APPROVED
AND
FILED

ARTICLE SIX

The effective date of these Articles of Incorporation is November 6, 2000.

ARTICLE SEVEN

The street address of the corporation's initial registered office is 7401 Cypress Gardens Blvd., Winter Haven, Florida, 33888, and the name of its initial registered agent at such address is Jim Smith.

ARTICLE EIGHT

The number of directors constituting the initial board of directors is two. The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Donna MacNiven
2891 Centerpoint Drive
Suite 305
Ft. Myers, FL 33916-9455

John Paul Jones
3300 North University Drive
Suites 250/275
Coral Springs, FL 33065-4126

ARTICLE NINE

The name and address of the incorporator is:

Jim Smith
7401 Cypress Gardens Blvd.
Winter Haven, FL 33888

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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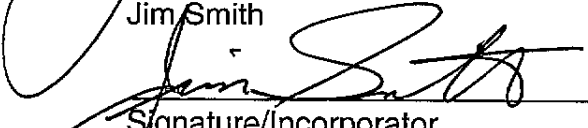
APPROVED
AND
FILED

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent
Jim Smith

November 9, 2000
Date



Signature/Incorporator
Jim Smith

November 9, 2000