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Karl A. Burgunder

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REPLY TO: P.O. BOX

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November 11, 2000

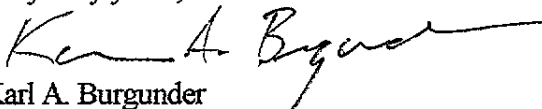
Division of Corporations
Attention: New Filings Department
P.O. Box 6327
Tallahassee, FL 32314

Re: New corporation: Riccard & Associates, Inc.

Dear Sir or Madam:

Enclosed are the articles of incorporation and designation and acceptance of registered agent for the above-referenced entity, and my check in the amount of \$70.00 representing the filing fee. Please file the same per your usual manner.

Very truly yours,


Karl A. Burgunder

enc.

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00 NOV 15 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

RICCARD & ASSOCIATES, INC.

The undersigned, as sole incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is RICCARD & ASSOCIATES, INC.

ARTICLE II - COMMENCEMENT OF EXISTENCE AND DURATION

The date of commencement of the existence of the corporation shall be upon the filing of these Articles, and the corporation shall exist perpetually.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:

3107 Edgewater Dr., Suite 5
Orlando, FL 32804

The corporation may, from time to time, change the principal office of the corporation or may designate such other offices and places of business as it deems necessary to carry out its purposes.

Prepared by
and return to:
Karl A. Burgunder,
Attorney at Law
1565 Gemini Ct.
Oviedo, FL 32765
(407) 366-3555
Fla. Bar No. 980935

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of proving insurance products and services, and for any and all other lawful purposes without limitation.

ARTICLE V - CAPITAL STOCK

This corporation shall have one class of shares, designated as "common shares." The number of shares of stock that this corporation is authorized have outstanding at any one time is: one thousand and no/100 shares. The shares shall have no designated par value. Shares of this corporation shall be represented by share certificates duly issued according to Florida law and shall bear such notations as may be required by Florida Statute §607.0732(3), as the same may be amended from time to time. The holder of each common share shall be entitled to one vote as to all matters to which voting is required by law, and shall be issued as the corporation shall determine.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is Karl A. Burgunder, Attorney at Law, 1565 Gemini Ct. Oviedo, FL 32765.

Prepared by
and return to:
Karl A. Burgunder,
Attorney at Law
1565 Gemini Ct.
Oviedo, FL 32765
(407) 366-3555
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ARTICLE VIII - MANAGEMENT

Pursuant to Florida Statute §607.0732, the management of the corporation shall be carried out directly by the shareholders and no board of directors shall exist. A vote of the majority of shares issued and outstanding shall be required for all corporate actions. The shareholders managing the business of the corporation shall be vested with the same powers as otherwise would be vested in a board of directors, without limitation, and shall specifically retain the power to: create, empower, and dissolve a board of directors; declare dividends; make distributions (whether proportional to share ownership or otherwise); adopt, amend, or repeal bylaws; appoint, empower, compensate, and terminate officers; enter into contracts, indemnify officers and agents; delegate executive authority; establish procedures for resolving deadlock; or to dissolve the corporation. Notwithstanding the foregoing, no shareholder shall be entitled to vote his shares in any corporate matter unless such shareholder is 18 years of age in the case of natural persons. Voting rights of shareholders who are natural persons under age 18 shall instead be vested in such person's natural or legal guardian. On account of there being no common shares of stock issued by the corporation and no shares subject to any subscription agreement at the time of the filing of these Articles, the undersigned, being the sole incorporator, and pursuant to Florida Statute §§607.0732 (2)(a)1 and 607.0732(7), hereby deems these Articles to constitute a shareholder's agreement as required by F.S. §607.0732.

ARTICLE IX - INITIAL OFFICERS

The initial officers of the corporation are as set forth below. The officers shall serve at the pleasure of, and in such manner as, the shareholders shall determine. The corporation may appoint such other officers as it deems appropriate.

Prepared by
and return to:
Karl A. Burgunder,
Attorney at Law
1565 Gemini Ct.
Oviedo, FL 32765
(407) 366-3555
Fla. Bar No. 980935

Kenneth M. Riccard: President, Treasurer, and Secretary

ARTICLE X - INCORPORATOR

The name and address of the incorporator signing these articles is: Karl A. Burgunder, Attorney at Law, 1565 Gemini Ct., Oviedo, FL 32765.

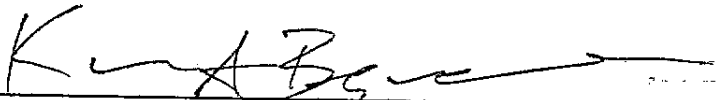
ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or appeal any provision 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 incorporator has executed these Articles of Incorporation this 11th day of November, 2000 at Oviedo, Florida.


Karl A. Burgunder, Incorporator
Fla. Bar No. 980935
1565 Gemini Ct.
Oviedo, FL 32765
(407) 366-3555

Prepared by
and return to:
Karl A. Burgunder,
Attorney at Law
1565 Gemini Ct.
Oviedo, FL 32765
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Fla. Bar No. 980935

· DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

· Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida:

1. The name of the corporation is RICCARD & ASSOCIATES, INC.
2. The name of the registered agent is Karl A. Burgunder, Attorney at Law
3. The address of the registered office is 1565 Gemini Ct., Oviedo, Florida 32765.

Having been named as registered agent and designated to accept service of process for the above corporation at the above named registered office, the undersigned hereby accepts appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relating to the proper and complete performance of the duties, and states that the undersigned is familiar with and accepts the obligations of registered agent.

Dated this 11th day of November, 2000.

Karl A. Burgunder
Karl A. Burgunder,
Fla. Bar No. 980935
1565 Gemini Ct.
Oviedo, FL 32765
(407) 366-3555

Prepared by
and return to:
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