

FROM : GBS

PHONE NO. : 2921015

Jan. 02 2001 06:44AM P1

Division of Corporations

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Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

EFFECTIVE DATE

01-01-01

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : TOM CARROLL

Account Number : I20000000294

Phone : (904) 260-1099

Fax Number : (904) 292-1015

FLORIDA PROFIT CORPORATION OR P.A.

VARSITY INSURANCE, INC.

Certificate of Status	1
Certified Copy	0
Page Count	0119
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

Of

VARSITY INSURANCE, INC.

EFFECTIVE DATE

01-01-01

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the state of Florida, adopt the following articles of incorporation:

- FIRST** The name of the corporation is: Varsity Insurance, Inc.
- SECOND** The address of the principal place of business is: 12412 San Jose Boulevard, Suite 201, Jacksonville, Florida 32223.
- THIRD** The duration of the corporation shall be perpetual. With the effective date starting on January 1, 2001.
- FOURTH** The purpose of the corporation is to engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.
- FIFTH** This Corporation is authorized to issue 100 shares of \$0.01 par value common stock which shall be designated as "Common Shares".
- SIXTH** The address of the initial registered office of the Corporation is : 12412 San Jose Boulevard, Suite 201, Jacksonville, Florida 32223, and the name of it's initial registered agent at such address is: Robert Ebersberger.
- SEVENTH** The names and addresses of the initial directors and officers, who shall hold office the first year of the corporation's existence, are:
- Robert Ebersberger
12412 San Jose Boulevard
Suite 201
Jacksonville, Fl. 32223
- EIGHTH** The name and address of the Incorporator signing the Articles is:
- Robert Ebersberger
12412 San Jose Boulevard
Suite 201
Jacksonville, Florida 32223
- NINTH** Every shareholder, upon the sale for cash of any new stock of this corporation Shall have the right to purchase his proacta share thereof (as nearly as may be

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done without issuance of fractional shares) at the price at which is offered to others "Pre Emptive rights".

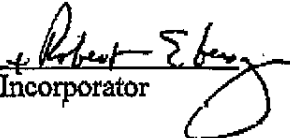
TENTH The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ELEVENTH This Corporation reserves the right to amend or repeal any provision contained in These Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders I subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date signing.

Date December 27, 2000

Varsity Insurance, Inc.
Robert Ebersberger, President


Incorporator

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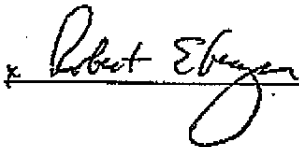
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CONSENT OF REGISTERED AGENT

VARITY INSURANCE, INC.
Robert Ebersberger
12412 San Jose Boulevard
Suite 201
Jacksonville, FL 32223

HAVING BEEN NAMED as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of 607.0505, Florida Statutes.

x  _____

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