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Charles R. L. White

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December 29, 2000

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

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*****70.00 *****70.00

Re: Articles of Amendment and
Articles of Incorporation
of POIRIER INSURANCE AGENCY,
INC.2001 JAN -2, PM 5:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Ladies and Gentlemen:

Enclosed are the originals and one copy of Articles of Amendment and Articles of Incorporation, together with checks for the appropriate filing fees.

Poirier Insurance Agency, Inc. was incorporated on August 31, 1990 under Document Number L97081.

Please file the Articles of Amendment first which will change the name of Poirier Insurance Agency, Inc. to: POIRIER HOLDINGS, INC.

After the Articles of Amendment are filed, the Poirier Insurance Agency, Inc. name will be available for incorporation.

Please file the Articles of Incorporation of POIRIER INSURANCE AGENCY, INC. and assign it a new Document Number.

After the original documents are filed, please date stamp and return the copies to me in the enclosed, stamped return envelope.

Thank you for your assistance.

Very truly yours,


Charles R. L. White

CRLW:cw

BC
1/11

JAN -2 PM 5:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

POIRIER INSURANCE AGENCY, INC.

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: POIRIER INSURANCE AGENCY, INC.

ARTICLE II - PRINCIPAL ADDRESS

The principal address of this corporation is 1016 Clemons Street, #213, Jupiter, Florida 33477.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in and transacting any lawful business.

ARTICLE IV - STOCK

The corporation is authorized to issue One thousand (1,000) shares of One (\$1.00) Dollar par value common stock.

ARTICLE V - PRE-EMPTIVE 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 it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The registered agent and the street address of the initial registered office of this corporation are: Charles R.L. White, Esquire, 725 North A1A, Suite E-102, Jupiter, Florida 33477. Said registered agent hereby accepts said designation and agrees to accept service of process within the State of Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have a sole director initially. The number of directors may be changed from time to time. The sole director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
DONALD W. SPINK	1016 Clemons Street, #213 Jupiter, Florida 33477

ARTICLE VIII - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is: Charles R.L. White, Esquire, 725 North A1A, Suite E-102, Jupiter, Florida 33477.

ARTICLE IX - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE X - MEETINGS BY CONFERENCE TELEPHONE

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

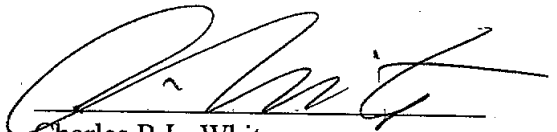
ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - 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 subscriber and registered agent have executed these Articles of Incorporation this 29th day of December, 2000.

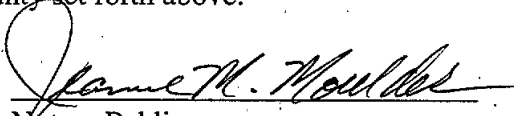

Charles R.L. White
725 North A1A, Suite E-102
Jupiter, Florida 33477
Telephone: (561) 746-0176
Incorporator and Registered Agent

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

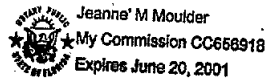
ss:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CHARLES R.L. WHITE, known to me be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

SUBSCRIBED AND SWORN to before me this 29th day of December, 2000, in the State and County set forth above.



Notary Public
State of Florida at Large



My Commission Expires: