



THE UNITED STATES
CORPORATION
COMPANY

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FILED

01 JAN 31 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 984764 9081A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : January 31, 2001

ORDER TIME : 12:01 PM

ORDER NO. : 984764-005

CUSTOMER NO: 9081A

CUSTOMER: Ms. Laura G. Maclean
Maclean & Ema

2600 Ne 14th Street Causeway

Pompano Beach, FL 33062

900003617739--3

DOMESTIC FILING

NAME: HERITAGE FINANCIAL SERVICES OF
SOUTH FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denise Mick - EXT. 1150

EXAMINER'S INITIALS:

KC

94 1/31/01

**ARTICLES OF INCORPORATION
OF
HERITAGE FINANCIAL SERVICES OF SOUTH FLORIDA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be HERITAGE FINANCIAL SERVICES OF SOUTH FLORIDA, INC.

ARTICLE II

The corporation is being formed to act as an independent insurance agency; however, it shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation

convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of four directors whose name and addresses are as follows:

ROBERT IAN MCCARVER
4221 NE 22nd Terrace
Lighthouse Point, Florida 33064

FREDERICK R. MACLEAN, JR.
4270 NE 22nd Terrace

Lighthouse Point, Florida 33064

SAMUEL H. TAYLOR
792 SW 2nd Street
Boca Raton, Florida 33486

ARTICLE X

The initial registered agent of the corporation is Laura G. MacLean, Esquire. The street address of the corporation's initial registered office is C/O MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.

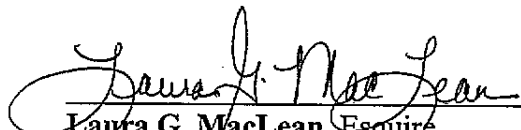
ARTICLE XI

The principal place of business and mailing address of this corporation shall be: C/O MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Laura G. MacLean, Esquire, C/O MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.

The undersigned incorporator has executed these Articles of Incorporation this 30th day of January, 2001.



Laura G. MacLean, Esquire
Incorporator

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01 JAN 31 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CONSENT TO SERVE AS REGISTERED AGENT
FOR
HERITAGE FINANCIAL SERVICES OF SOUTH FLORIDA, INC.**

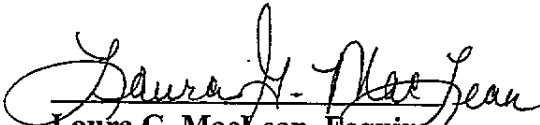
Registered agent for HERITAGE FINANCIAL SERVICES OF SOUTH FLORIDA, INC.:

Laura G. MacLean, Esquire

Street Address: MacLean and Ema
2600 NE 14th Street Causeway
Pompano Beach, Florida 33062

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

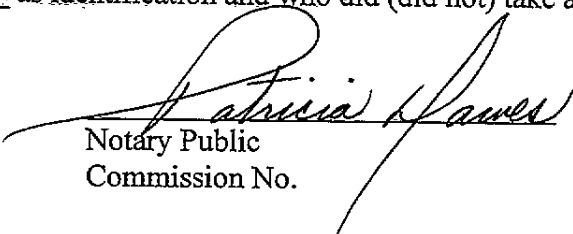
Date: January 30, 2001


Laura G. MacLean, Esquire

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 30th day of January, 2001 by **Laura G. MacLean, Esquire**, who is personally known to me or who has produced his as identification and who did (did not) take an oath.


Notary Public
Commission No.

My Commission Expires:

(SEAL)

