

PO10000020901

Long, Burner, Parks, McClellan & DeLargy

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

515 CONGRESS AVENUE, SUITE 1500 • AUSTIN, TEXAS 78701

P.O. Box 2212 • AUSTIN, TEXAS 78768-2212

(512) 474-1587

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Lea Ann Schnarr

E-mail: laschnarr@longburner.com

February 15, 2001

Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

By Overnight Delivery

100003707141--1

-02/16/01--01072--006

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

Re: Articles of Incorporation for **Palm Haven Insurance Agency of Florida, Inc.**

Dear Madam or Sir:

Enclosed for filing with your office, please find an original and one copy of Articles of Incorporation in regards to the above-referenced entity. I have enclosed our firm's check number 7746 in the amount of \$87.50 payable to the Florida Department of State to cover the filing costs and costs for a certified copy of the Articles and a Certificate of Status. Please return the copy and certificate to me in the enclosed self-addressed stamped envelope.

If you have any questions or concerns, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,



Lea Ann Schnarr
Legal Assistant
For the Firm

Enclosures

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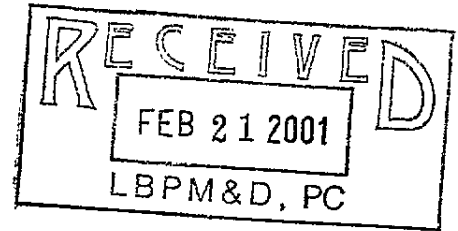
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lea B
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State



February 16, 2001

LONG BURNER PARKS MCCLELLAN & DELARGY
PO BOX 2212
AUSTIN, TX 78768-2212

SUBJECT: PALM HAVEN INSURANCE AGENCY OF FLORIDA, INC.
Ref. Number: W01000003816

We have received your document for PALM HAVEN INSURANCE AGENCY OF FLORIDA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Gina Bullock
Document Specialist

Letter Number: 101A00009965

ARTICLES OF INCORPORATION
OF
PALM HAVEN INSURANCE AGENCY OF FLORIDA, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE 1

NAME

The name of the corporation is **Palm Haven Insurance Agency of Florida, Inc.**

ARTICLE 2

DURATION

The period of duration of the corporation is perpetual.

ARTICLE 3

PURPOSES

The purpose or purposes for which the corporation is organized includes the transaction of any or all lawful business for which corporations may be incorporated as now or hereafter permitted under the laws of the State of Florida, any other state of the United States, the District of Columbia, any nation, any country, any territory, any possession, or any principality, in which the corporation is authorized to do business, and to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, either alone or in association with other corporations, partnerships, associations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the objects or purposes or any part or parts thereof.

Specifically, the corporation is authorized to act, upon proper licensing, as an insurance agent or broker for all lines of insurance.

ARTICLE 4

COMMENCEMENT OF BUSINESS

The corporation will not commence business until it has received for the issuance of shares, consideration of the value of at least One Thousand and No/100 Dollars (\$1,000.00), consisting of money, labor done or property actually received.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 5

NUMBER, TYPE AND CLASS OF SHARES

The corporation shall have the authority to issue One Thousand (1,000) shares of common stock, (One Dollar (\$1.00) Par Value. Each share shall have one (1) vote.

ARTICLE 6

ACTIONS WITHOUT A MEETING

Any action which may be taken at any annual or special meeting of the shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holder(s) of shares or proxyholders known to the Corporation, having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the shareholders were present and voted.

ARTICLE 7

PREEMPTIVE RIGHTS

Shareholders shall have no preemptive rights.

ARTICLE 8

ELECTION OF DIRECTORS

At each election of a director or directors, every shareholder entitled to vote at such election shall have the right to vote for each directorship being filled, in person or by proxy, the number of voting shares owned by that shareholder for whose election such shareholder has a right to vote. Cumulative voting is expressly prohibited. The shareholders entitled to vote for directors in the election may cast only one (1) vote per directorship for each voting share held.

ARTICLE 9

PRINCIPAL PLACE OF BUSINESS

The principal place of business is 5200 South Pine St., Ocala, Florida 34480.

ARTICLE 10

REGISTERED OFFICE

The address of the corporation's registered office is 5200 South Pine St., Ocala, Florida 34480, and the name of its registered agent is Lara Stevens.

ARTICLE 11

NUMBER OF DIRECTORS

The number of directors of the corporation shall be fixed from time to time by resolution of the Board of Directors but in no event be less than one (1). The name and address of the person who is to serve as director until his successor is elected and qualified is:

NAME	ADDRESS
Larry H. Keener	1533 Dallas Parkway, Suite 800, Addison, Texas 75001

ARTICLE 12

BYLAWS

The power to adopt, alter, amend, modify or repeal the Bylaws of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE 13

INTERESTED DIRECTORS OR OFFICERS

No contract or transaction between the corporation and one or more of its directors or officers, or between any corporation, partnership, association or other organization in which one or more of the directors or officers of the corporation are directors, officers or partners, or have a financial interest, shall be void or voidable solely by reason of such relationship, or solely because the director or officer is present at or participates in the meeting of the Board of Directors of the corporation or committee thereof that authorizes the contract or transaction, or solely because its or their votes are counted for such purposes, if any one (1) of the following conditions are met:

- (1) The material facts concerning the relationship or interest of the director or officer and the material facts concerning the contract or transaction are disclosed to or are known by the Board of Directors of the corporation or the committee thereof that authorizes the contract or transaction, and the Board of Directors of the corporation or committee thereof in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than the quorum; or
- (2) The material facts concerning the relationship or interest of the director or officer and the material facts concerning the contract or transaction are disclosed to or are known by the shareholders of the corporation entitled to vote thereon, and the contract or transaction is specifically approved in good faith by the shareholders of the corporation at any annual or special meeting of the shareholders for that purpose; or
- (3) The contract or transaction is fair to the corporation at the time it is authorized, and is approved or ratified by the Board of Directors of the corporation, a committee thereof, or the shareholders of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors of the corporation or of a committee thereof that authorizes such contract or transaction.

ARTICLE 14

LIMITED LIABILITY

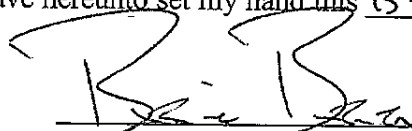
A director or officer of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for any act or omission in her or his capacity as such director or officer, except to the extent otherwise expressly provided by a statute of the State of Florida. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director or officer of the corporation existing at the time of the repeal or modification.

ARTICLE 15

INDEMNIFICATION OF DIRECTORS

The corporation may indemnify its officers, directors, agents and/or employees as provided in the Bylaws and any amendment thereto and in accordance with applicable law.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of FEBRUARY, 2001.



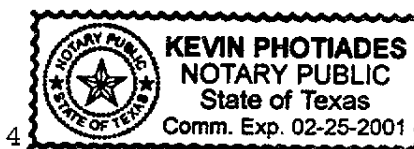
Burnie Burner, Incorporator
Long, Burner, Parks, McClellan & DeLargy, P.C.
515 Congress Avenue, Suite 1500
Austin, Texas 78701

THE STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

BEFORE ME, the undersigned, a Notary Public, on this day personally appeared **Burnie Burner**, known to me to be the person subscribing the foregoing document, who being by me first duly sworn, declared that he is the person who signed the foregoing document in the capacity stated for the purposes therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME, to certify which witness my hand and seal of office this 15th day of FEBRUARY, 2001.

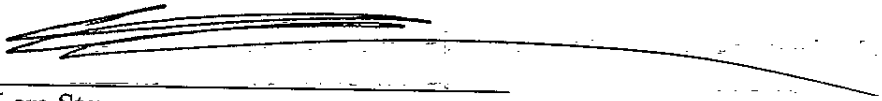

Notary Public in and for the State of Texas



CERTIFICATE OF DESIGNATION

I, Lara Stevens, hereby accept the designation of registered agent in the State of Florida
for the corporation, **PALM HAVEN INSURANCE AGENCY OF FLORIDA, INC.**

Signed this 23rd day of February, 2001



Lara Stevens

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA