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(321) 783-1880

August 2, 2001

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

Re: Space Coast Association of Health
Underwriters, Inc.

To The Personnel Concerned:

Enclosed you will find an original and one copy of the proposed Articles of Incorporation for the above referenced corporation, together with the Designation of Resident Agent and Acceptance.

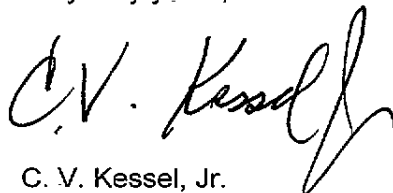
Also enclosed is my check in the sum of \$70.00 to be applied as follows:

| | |
|-------------------------------|----------------|
| Filing fee | 35.00 |
| Appointment of Resident Agent | 35.00 |
| | <u>\$70.00</u> |

I would request that you return the enclosed copy of the Articles of Incorporation to me with your filing stamp thereon.

Thank you.

Very truly yours,



C. V. Kessel, Jr.

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

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Enclosures

FILED
01 AUG -6 AM 5:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-9-01
WC

ARTICLES OF INCORPORATION

Of

SPACE COAST ASSOCIATION OF HEALTH UNDERWRITERS, INC.
(A Corporation Not for Profit)

FILED
01 AUG -6 AM 5:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a corporation for charitable, philanthropic, and educational purposes, under the provisions of Chapter 617 of the Florida Statutes, hereby forms a not-for-profit corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:

SPACE COAST ASSOCIATION OF HEALTH UNDERWRITERS, INC.

5500 N. Atlantic Avenue, #127,
Cocoa Beach, FL 32931
(initial registered address)

ARTICLE II - PURPOSES

The general nature of the objects and purposes of this corporation shall be to organize and operate exclusively for charitable, philanthropic, and educational purposes within the meaning of § 501 c (3) of the Internal Revenue Code of 1954 and shall otherwise comply with any requirements for classification as an exempt organization under such section.

ARTICLE III - QUALIFICATION OF MEMBERS

The membership of this corporation shall constitute all personal hereinafter named as subscribers and such other persons as, from time to time hereinafter, may become members, in the manner provided by the by-laws.

ARTICLE IV - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V - INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| JOHN J. ALEXANDER | 1527 S. Atlantic Avenue, #401 Cocoa Beach, FL 32931 |

ARTICLE VI – OFFICERS

1. The officers of the corporation shall be a President, such number of Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the by-laws.
2. The officers shall be elected at the annual meeting of the corporation as provided in the by-laws.

ARTICLE VII – EXECUTIVE BOARD

1. The business affairs of this corporation shall be managed by an Executive Board. This corporation shall initially have three (3) executive board members. The number of executive board members may be increased from time to time, by the by-laws, but shall never be less than three (3).
2. The Executive Board shall be members of the corporation.
3. Members of the Executive Board shall be elected and hold office in accordance with the by-laws.
4. The name and street address of the first officers and executive board members, who subject to the provisions of the Articles of Incorporation, the By Laws of this corporation, and the laws of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

| <u>Name</u> | <u>Office</u> | <u>Address</u> |
|-------------------|-----------------------------------|--|
| PAUL F. DEININGER | President / Director | 123 Windward Way Indian Harbor Beach, FL 32937 |
| JOHN J. ALEXANDER | Secretary / Treasurer Director | 1527 S. Atlantic Avenue, #401 Cocoa Beach, FL 32931 |
| TERRI EADS | Director | 2320 South Hopkins Avenue, Titusville, FL 32780 |

ARTICLE VIII – BY-LAWS

1. The Executive Board of this corporation may propose such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.
2. After proper notice to the membership, by-laws shall be adopted, amended, altered or rescinded by majority vote of those members of the Executive Board present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX – AMENDMENTS

1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds (2/3) vote of those present.
2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the by-laws, of intention to submit such amendments.

ARTICLE X - LOCATION

The street address of the initial registered office and mailing address of the corporation is 5505 N. Atlantic Avenue, #127, Cocoa Beach, FL 32931, and the name of its initial registered agent at such address is JOHN J. ALEXANDER. The Executive Board may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE XI – NON-PROFIT STATUS

No part of the net earnings of the corporation shall inure to the benefit of any individual member or be distributed to its members.

ARTICLE XII – DISSOLUTION

In case this corporation wishes to dissolve and by due process of law shall dissolve, all assets of whatever nature, or their equivalent in value, which remain after the just debts and liabilities of this corporation have been satisfied, shall be used for such educational or public purpose or purposes, within the State of Florida, as will complete or continue undertakings for the public benefit which have already begun by the corporation, and any remaining assets shall be distributed for the purpose or purposes within the scope of the Internal Revenue Code §501 c (3).

Executed by the undersigned at Cocoa Beach, Florida on August 2, 2001.


John J. Alexander

STATE OF FLORIDA)
COUNTY OF BREVARD)

Before me personally appeared John J. Alexander, who is personally known to me or who produced his/her Florida drivers license as identification, and who acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above, August 2, 2001.


Notary Public

C.V. KESSEL, JR.
Notary Public - State of Florida
My Commission Expires May 15, 2002
Commission # CC 731604

SPACE COAST ASSOCIATION OF HEALTH UNDERWRITERS, INC.
(a Corporation Not for Profit)

**CERTIFICATE DESIGNATING A REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING REGISTERED AGENT ON WHOM PROCESS MAY BE SERVED**

FILED
01 AUG -6 AM 5:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 48.091, Florida Statutes, the following is submitted:

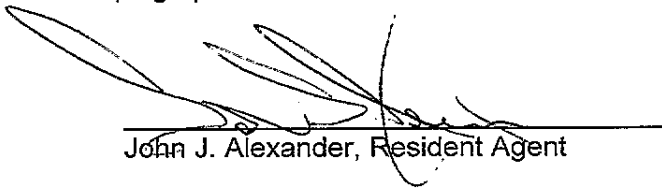
SPACE COAST ASSOCIATION OF HEALTH UNDERWRITERS, INC., (a Corporation Not for Profit) desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the city of Cocoa Beach, county of Brevard, state of Florida, has named JOHN J. ALEXANDER, whose registered office is located at 5505 N. Atlantic Avenue, #127, Cocoa Beach, FL 32931, as its Agent to accept Service of Process within the state of Florida.


John J. Alexander, Secretary

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment to act as registered agent. I am familiar with and accept the obligations of Section 607.0505, Florida Statutes and agree to comply with the provision of said act relative to keeping open said office.

Dated: August 2, 2001.


John J. Alexander, Resident Agent