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LAW OFFICES OF
GARY B. TULLIS

8825 PERIMETER PARK BLVD., SUITE 102

JACKSONVILLE, FLORIDA 32216

904-448-6000 / 904-737-3366

904-730-0023 Facsimile

August 16, 2001

Florida Department of State
Division of Corporations
409 Gaines Street
P. O. Box 6327
Tallahassee, Florida 32314

700004542687--4
-08/20/01--01108--003
*****122.50 *****78.75

Dear Sirs:

Enclosed herewith, please find the original and one fully executed copy of the Articles of Incorporation of Gem Insurance Agency, Inc. for filing. In payment of the filing charges and taxes, I have enclosed herewith a check in the amount of \$122.50

Please forward the Articles of Incorporation to the undersigned.

Thank you for prompt attention to this matter.

Very truly yours,

Gary B. Tullis, Esq.

GBT/ad
Enc.

Returned
Per your Request

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 AUG 31 PM 12:15
W-19

AUG 31 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 22, 2001

LAW OFFICES OF GARY E TULLIS
8825 PERIMETER PARK BLVD
SUITE 102
JACKSONVILLE, FL 32216

SUBJECT: GEM INSURANCE AGENCY, INC.
Ref. Number: W01000019511

We have received your document for GEM INSURANCE AGENCY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6904.

Freida Chesser
Corporate Specialist
New Filings Section

Letter Number: 001A00048004

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 AUG 31 PM 12:15

ARTICLES OF INCORPORATION

OF

GEM INSURANCE AGENCY OF JAX, INC.

ARTICLES I

The name of this corporation is Gem Insurance Agency of Jax, Inc..

ARTICLES II

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

General Purpose and Nature of Business

This corporation is organized for the purpose of transacting and engaging in any and all lawful business or activity permitted under the laws of the United States of America and the laws of the State of Florida, as amended.

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand (1000) shares of One Dollar (\$1.00) par value common stock which shall be designated as "common stock."

ARTICLE V

No Preemptive Rights Granted

No stockholder of any class of stock of this corporation shall be entitled to preemptive rights to purchase unissued or treasury shares of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, except to the extent that and upon such terms as the Board of Directors may from time to time determine.

ARTICLE VI

Street Mailing Address of Initial
Registered Office and Name of Initial Registered Agent

The initial street and mailing address of the principal place of business of said corporation is 6929 Beach Blvd., Ste. 3,

Jacksonville, Fl 32216. The registered agent is Gary B. Tullis, Esquire.

ARTICLE VII

Initial Directors

The number of directors of this corporation initially shall be one (1), which number may be increased or decreased pursuant to the bylaws of the corporation; however, there shall never be less than one director nor more than five directors. The name and address of the initial board of director of this corporation is:

Vicki T. Whisnant

6929 Beach Blvd., Ste. 3
Jacksonville, Fl 32216

ARTICLE VIII

The name and address of the incorporator signing these articles is:

Gary B. Tullis, Esquire

8825 Perimeter Park Blvd.
Ste. 102
Jacksonville, Fl 32216

ARTICLE X

Amendments

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, Gary B. Tullis, being the incorporator and the original subscriber to the capital stock herein above named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate and by declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 29th day of August, 2001.



Gary B. Tullis, Esquire

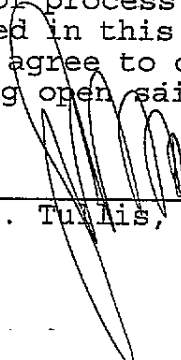
Certification Designating Place of Business or
Domicile for the Service of Process Within
This State, Naming Agent Upon Which Process
May Be Served

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That Gem Insurance Agency of Jax, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the 6929 Beach Blvd., Ste. 3, Jacksonville, Florida 32216 has named Gary B. Tullis, Esquire as its agent to accept service of process within the state whose address is 8825 Perimeter Park Blvd., Ste. 102, Jacksonville, FL 32216.

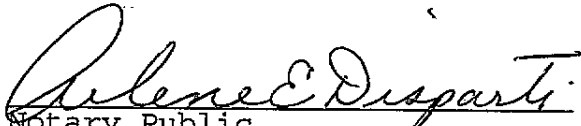
ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Gary B. Tullis, Esquire

Sworn to and subscribed before me
this 29th day of August, 2001
appeared Gary B. Tullis who is
personally known to me or who produced the
following identification _____



Notary Public

Notary Public (Print)
My Commission Expires:



Arlene E Disparti
My Commission CC845918
Expires August 3, 2003

FILED
STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
01 AUG 31 PM 12:15