



FILED  
01 SEP -7 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

100004575031--1  
-09/07/01--01058--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir:

Filing Fee	35.00
Registered Agent Fee	35.00
Certified Copy	<u>8.75</u>
	<u>\$78.75</u>

Sincerely,

~~Gary S. Simmons~~

JS 9/11/01 -

ARTICLES OF INCORPORATION

OF

CAPSTONE UNDERWRITING MANAGERS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY MAKES, SUBSCRIBES, ACKNOWLEDGES AND FILES THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I  
NAME

The name of this corporation is Capstone Underwriting Managers, Inc.

ARTICLE II  
INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 144 First Avenue South, Suite 600, St. Petersburg, Pinellas County, Florida 33701.

ARTICLE III  
PURPOSE

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

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue one hundred thousand (100,000) shares of common stock of one dollar (\$1.00) par value per share.

ARTICLE V  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 144 First Avenue South, Suite 600, St. Petersburg, Pinellas County, Florida, 33701, and the name and address of the initial registered agent is Gary S. Simmons, 144 First Avenue South, Suite 600, St. Petersburg, Pinellas County, Florida 33701.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

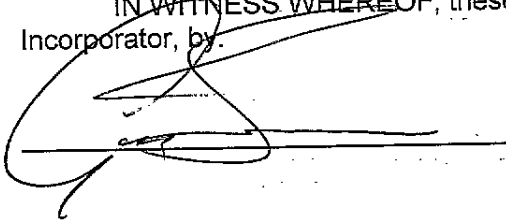
This corporation shall have three to five director(s) as provided by the By-Laws. Initially, this corporation shall have five (5) directors. Their names and addresses are as follows:

James M. Obregon	3894 Fort Trail NE, Roswell, GA 30075
Mark R. Rex	3890 Fort Trail NE, Roswell, GA 30075
David M. Shepherd	955 Tresillian Court, Alpharetta, GA 30022
Graeme H. Smith	17920 Gulf Blvd, Apt. 1803, Redington Shores, FL 33708
Gary S. Simmons	144 First Avenue South, Suite 600, St. Petersburg, FL 33701

ARTICLE VII  
INCORPORATOR

The name and address of the incorporator signing these Articles is Gary S. Simmons, 144 First Avenue South, Suite 600, St. Petersburg, Florida 33701

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as  
Incorporator, by.

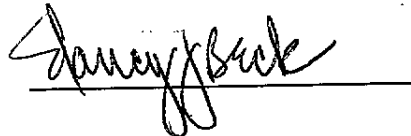


DATE: 9-4-01

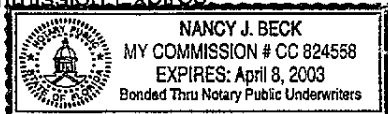
STATE OF FLORIDA     )  
COUNTY OF PINELLAS )

Before me, the undersigned Notary Public in and for the State of Florida at large, personally appeared GARY S. SIMMONS to me well known, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, being duly sworn, acknowledged that he executed the same for the uses and purposes herein expressed.

4th IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal this  
day of September, 2001.



My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

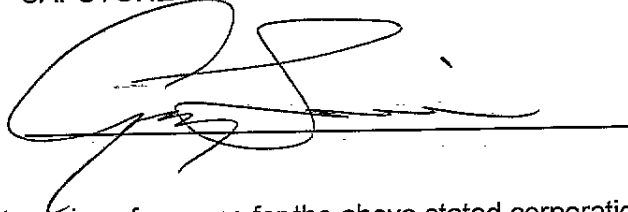
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

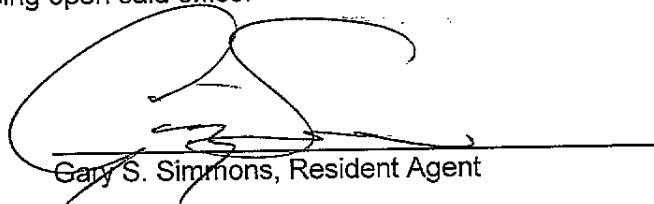
In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in  
compliance with said Act:

FIRST – that CAPSTONE UNDERWRITING MANAGERS, INC. desiring to organize  
under the laws of the State of Florida, with its registered office, as indicated in the Articles of  
Incorporation in the City of St. Petersburg, County of Pinellas, State of Florida, has named GARY  
S. SIMMONS, located at 144 First Avenue South, Suite 600, St. Petersburg, County of Pinellas,  
State of Florida, as its agent to accept service of process within this state.

CAPSTONE UNDERWRITING MANAGERS, INC.

A handwritten signature in black ink, appearing to be 'G. Simmons', written over a horizontal line.

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 provision of said Act relative to keeping open said office.

A handwritten signature in black ink, appearing to be 'G. Simmons', written over a horizontal line.  
Gary S. Simmons, Resident Agent