

P01000122436

DEBORAH M. SCHMITT, P.A.,
ATTORNEY AT LAW

2202 N. WEST SHORE BLVD.,
SUITE 200
TAMPA, FLORIDA 33607

PHONE: (813) 639-7618
FAX: (813) 792-8764

E-MAIL: DEBSCHMITT@MINDSPRING.COM

EFFECTIVE DATE
1-1-03
FILED
01 DEC 28 PM 2:11
CLERK OF STATE
TALLAHASSEE, FLORIDA

December 26, 2001

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

800004743388--5
-12/28/01-01084-012
*****78.75 *****78.75

Re: Filing Articles of Incorporation for Massaro Insurance & Benefits,
Inc,


Dear Administrator of Corporations:

Please find enclosed a check for \$78.75 the incorporation of Massaro Insurance & Benefits, Inc. which is payment for the filing fee of this proposed corporate name as well as for a Certificate of Status. Also enclosed is an original and one (1) copy of the articles of incorporation for this corporation.

If you have any questions, please contact me at the number above. I remain,

Very Truly Yours,

DEBORAH M. SCHMITT, P.A., ✓


Deborah M. Schmitt

Enclosure

D. BROWN DEC 3 1 2001

EFFECTIVE DATE
1-1-03

FILED
01 DEC 28 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
MASSARO INSURANCE & BENEFITS, INC**

In compliance with the requirements of Florida Statutes § 607, et. seq., the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is **MASSARO INSURANCE & BENEFITS, INC.**

ARTICLE II

The existence of the Corporation shall begin on January 1, 2002.

ARTICLE III

The street address of the principal office of the Corporation is 415 Bon Aire Avenue, Temple Terrace, Florida 33617.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holder of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is Deborah M. Schmitt, P.A., Attorney At Law, 2202 N. West Shore Blvd., Suite 200, Tampa, Florida, 33607. The initial registered agent for the Corporation at that address is Deborah M. Schmitt, Esquire.

ARTICLE VI

The initial Board of Directors shall consist of One (1) Member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial Board of Directors are:

NAME	ADDRESS
William Armand Massaro, Jr.	415 Bon Aire Avenue, Temple Terrace, Florida 33617

ARTICLE VII

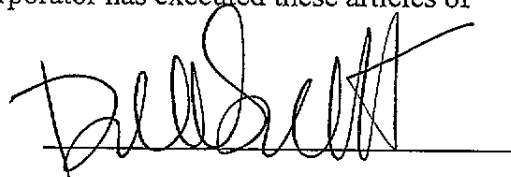
The names and street addresses of the persons signing these articles of incorporation are:

NAME	ADDRESS
Deborah M. Schmitt, Esquire	Deborah M. Schmitt, P.A. Attorney At Law 2202 N. West Shore Blvd., Suite 200 Tampa, Florida 33607

ARTICLE VIII

The Corporation shall indemnify its Directors, Officers and Employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on December 26, 2001.

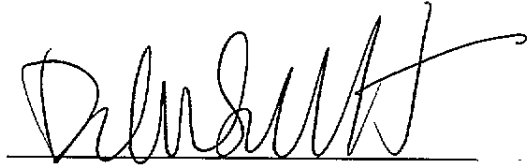


Name: Deborah M. Schmitt, Esq.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MASSARO INSURANCE & BENEFITS, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statutes § 607.0501(3).

FILED
01 DEC 28 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Name: Deborah M. Schmitt, Esq.
Address: Deborah M. Schmitt, P.A.
Attorney At Law
2202 N. West Shore Blvd.
Suite 200
Tampa, Florida 33607

Date:

12/26/01