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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

anderson & m,urphy insurance brokers, inc.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

of

ANDERSON & MURPHY INSURANCE BROKERS, INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is Anderson & Murphy Insurance Brokers, Inc..

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

2212 East Oakland Park Blvd.
Ft. Lauderdale, FL 33306

**ARTICLE III
SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 (one thousand) shares with a par value of \$5.00 per share.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Norman E. Murphy
2212 East Oakland Park Blvd.
Broward County
Ft. Lauderdale, FL 33306

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**ARTICLE V
PURPOSE**

This corporation is being formed for the primary purpose of providing insurance services and advice and to conduct any and all lawful business permitted in the state of Florida.

**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is

Norman E. Murphy
2212 East Oakland Park Blvd.
Ft. Lauderdale, FL 33306

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The name and address of the initial Board of Directors of the corporation is Director/President/Secretary:

Norman E. Murphy
2212 East Oakland Park Blvd.
Ft. Lauderdale, FL 33306

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The undersigned has executed these Articles of Incorporation this 11 day of FEBRUARY, 2002.

"Anderson & Murphy Insurance Brokers, Inc. by Norman Murphy initial incorporator.


Norman E. Murphy

**ARTICLE VIII
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty

owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged shall be executed by the President and the Secretary. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

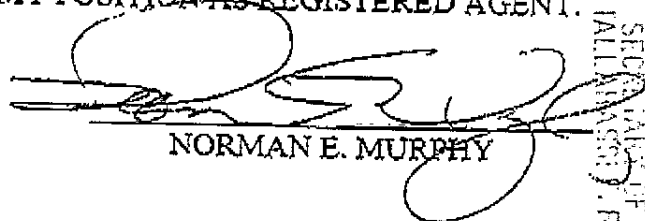
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Anderson & Murphy Insurance Brokers, Inc.
2. The name and street address of the registered agent and office is: Norman E. Murphy, 2212 East Oakland Park Blvd., Fort Lauderdale, FL 33306.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


NORMAN E. MURPHY

State of Florida, County of Broward, ss:

Subscribed and sworn to (or affirmed) before me this 11th day of February, 2002



Mary S. Garcia
MY COMMISSION # 00030246 EXPIRES
July 28, 2005
BONHOM THRU TROY FARM INSURANCE, INC.


Notary Public

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