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February 20, 2002

Secretary of State
Corporate Charter Division
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.50 *****78.50

RE: Hill Insurance Services, Inc. - Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation, along with a check in the amount of \$78.50 for your corporate fees. Please file this Corporation with your office and return the Certificate of Incorporation to our office at the above address at your earliest possible convenience.

Thank you for your assistance in this matter. If you have any questions please do not hesitate to contact me.

Very truly yours,


Ronald E. Cotterill

REC/tls

Enclosures

FILED
02 FEB 25 PM 3:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE FEB 28 2002
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**ARTICLES OF INCORPORATION
OF
HILL INSURANCE SERVICES, INC.**

FILED
02 FEB 25 PM 3: 22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation by virtue of the laws of the State of Florida under the following proposed charter:

ARTICLE I - NAME/ADDRESS

The name of this corporation shall be HILL INSURANCE SERVICES, INC. and it's business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and it's principal place of business shall be 2400 Diana St., Tampa, Florida 33610 or such other place as from time to time is designated.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE III - PURPOSE

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - STOCK CLAUSE

The total number of shares that may be issued by the corporation is 1000 shares of common stock, with a par value of \$1.00 per share, which stock shall be issued in fractional shares and may be in whole or in part canceled and reissued at any time in compliance with the by-laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services, or property.

ARTICLE VII - OFFICERS AND DIRECTORS

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than one member who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the by-laws, Shareholder's Agreement, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The names and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

<u>NAME AND ADDRESS</u>	<u>TITLE</u>
Jesse Hill . . . 2400 E. Diana St. Tampa, FL 33610	President

ARTICLE VIII - INCORPORATORS

The names and addresses of the initial incorporator** to these Articles and the number of shares of common stock which each shareholder subscribes for is as follows:

<u>NAME AND ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>VALUE</u>
Jesse Hill 2400 E. Diana St. Tampa, FL 33610	500	\$500.00

ARTICLE IX - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered agent and office of this corporation is Gilbert M. Singer, Esq. , 1505 Florida Ave., Tampa, FL 33601

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

ARTICLE XI - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted and the corporation shall be a Section 1244 corporation as defined under the Internal Revenue Code of the United States of America.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock herein above named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares herein above, and set my hand and seal this 15 day of Feb, 2002.

IN WITNESS WHEREOF, I have signed my name to these Articles of Incorporation this 15 day of Feb, 2002.



JESSE HILL

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, personally appeared Jesse Hill, who, after being first duly sworn, deposes and says that the things and matters contained in the foregoing Articles of Incorporation are true and correct and that he/she executed the same for the purposes and intents therein expressed. Sworn to and subscribed before me this 15 day of Feb, 2002.



NOTARY PUBLIC-STATE OF FLORIDA

MY COMMISSION EXPIRES:

GILBERT M. SINGER
Notary Public, State of Florida
My comm. exp. Oct. 13, 2002
Comm. No. CC782422

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

FILED
02 FEB 25 PM 3: 22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

That HILL INSURANCE SERVICES, INC., organized under the laws of the State of Florida, with its principal place of business located as indicated in these Articles of Incorporation in the City of Tampa, County of Hillsborough, State of Florida, has named GILBERT M. SINGER, as its agent to accept service of process within this State.

ACCEPTANCE

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

GILBERT M. SINGER