

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO2000040608

Professional Liability Insurance
Agency Inc

000005235360--4
-04/10/02--01040--007
*****78.75 *****78.75

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

RECEIVED
02 APR 10 AM 11:06

FILED
2002 APR 15 PM 1:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

4/15/02

2557-611
W02-10100

Signature

Requested by: *SW* *4/10* *9:37*
Name Date Time

Walk-In Will Pick Up



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 10, 2002

CAPITAL CONNECTION INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: PROFESSIONAL LIABILITY INSURANCE AGENCY, INC.
Ref. Number: W02000010100

FILED

2002 APR 15 PM 1:30

SECRETARY OF STATE
TALLAHASSEE FLORIDA

02 APR 15 PM 10:54

RECEIVED

We have received your document for PROFESSIONAL LIABILITY INSURANCE AGENCY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 702A00021269

Page 7 Articles
Corrected

FILED

2002 APR 15 PM 1:30

ARTICLES OF INCORPORATION
OF
PROFESSIONAL LIABILITY INSURANCE AGENCY, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation shall be **Professional Liability Insurance Agency, Inc.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized to engage in the transactions of any and all business activities permitted under the laws of the State of Florida, including but not limited to the following:

A. To act as an agent for insurance companies as well as individuals or other organizations in soliciting and receiving applications for insurance on mutual funds as well as fire, casualty, accident, health, marine, life insurance and all other kinds of insurance, the collection of premiums, and the doing of such other businesses as may be delegated to agents, principals or individuals by such companies, and to conduct a general insurance agency and insurance brokerage business.

B. This corporation is authorized to transact the business of investing on behalf of itself and others, any part of its capital and such additional funds as it may obtain or any interest therein, either as a tenant in common, individually or otherwise, and the selling or otherwise disposing of the same, including but not limited to any securities, bonds, mortgages, debentures, notes, shares of capital stock or otherwise and the selling or otherwise disposing of same or any part thereof or interest therein.

C. To transact the business of advertising, promoting, and developing the business of other corporations, partnerships, or individuals for hire, or upon commission, or otherwise, by and through the means of preparing advertising for other corporations, partnerships, or individuals, and of advertising the business, commodities, or other property, real, personal, of mixed, of other corporations, partnerships, or individuals in newspapers, books, booklets, prospectuses, magazines, circulars, pamphlets, "yellow page" type advertising or other similar literature and advertising media.

D. To purchase, hold, pledge, transfer, sell, or otherwise dispose of or deal in, the shares of the capital stock, bonds, debentures, notes or other securities or evidences of indebtedness of any corporation, to receive, collect and dispose of dividends, interests or other income on any such securities held by it, and to any and all acts and things tending to increase the value of said

corporation; to issue bonds and secure the same by pledge or deed of trust of or upon any part of such securities or other property held or owned by the company and to sell or pledge such bonds for proper corporate purposes and in the promotion of its corporate business; to purchase, receive, hold and dispose of any securities of any person or corporation, whether such securities shall be bonds, mortgages, debentures, notes, shares of capital stock or otherwise, and in respect to any such securities, to exercise any and all rights and privileges of ownership thereof, and generally to act as investment brokers, agents or principals. To borrow and lend money and negotiate loans; to draw, accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons, and other securities; to issue on commission, subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds, obligations and securities of any government, authority, or company; to form, promote, subsidize and assist companies, syndicates or partnerships of all kinds, and to finance and refinance the same. To develop and turn to account any land acquired by or in which the company is interested, and in particular by laying out and preparing the same for building purposes, construction, altering, repairing, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and planting, paving, draining, letting on building lease business which may seem to the company convenient to carry on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

E. To enter into contracts or agreements, to make and purchase materials for the construction of buildings; to erect buildings, to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any of all classes of buildings and improvements of any kind and nature whatsoever, including the locating, laying out and constructing of roads, avenues, docks, seawall, sewers, bridges, wells, canals and generally in all classes of buildings, erections and works, both public and private or integral parts thereof; to perform engineering and architectural work, including the preparation of plans and specifications and expert work, as acting and consulting and superintending engineers and architects.

F. To enter into general partnerships, limited partnerships, whether the corporation be a limited or general partner, joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in these Articles of Incorporation, either jointly or in common with others.

G. To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of any other corporation or corporations organized under the laws of the State of Florida or elsewhere, or any bonds, securities or evidences of indebtedness thereof, and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including and right to vote thereon for any and all purposes, and to the extent allowed by the laws of the State of Florida, to aid other corporations by loans, subsidy, guaranty or any other manner whatsoever for the purpose of the preservation, protection, improvement or enhancement in value of the stock of such corporation or the bonds, securities or other obligations thereof, and to do all and any such acts or things designed to accomplish any such purposes.

H. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation domestic or foreign.

I. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations and state or municipal governments, agencies, commissions or other bodies.

J. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications thereof, relating to or useful in connection with any business of the corporation in which the corporation may have an interest as a stockholder or otherwise.

K. To borrow money and contract debts when necessary or desirable for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events, secure or unsecured, from time to time, for moneys borrowed or in payment for property acquired or for any of the other objects or purposes of the corporation or for any of the objects of its business or businesses, to secure the same by mortgage or mortgages or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the corporation wheresoever situated, acquired or to be acquired, and to confer upon the holders of any debentures, bonds, or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors, to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes or other obligations, in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article Three hereof and the laws of the State of Florida.

L. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, without restriction as to place or amount invested.

M. In general, to carry on any other lawful business whatsoever, either independently or in connection with the foregoing and to have all of the powers and do all the acts granted generally or which may hereafter be granted to corporations for profit under the laws of the State of Florida, and to do any and all acts whether herein set forth specifically or otherwise as fully and to the same extent as natural persons might or could do.

N. To acquire by purchase or lease, or otherwise, lands and interest in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by said corporation, buildings or other structures with their appurtenances, whether residential, commercial, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and

to mortgage, sell, lease or otherwise dispose of any lands or interest in lands and buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings, or other structures at any time owned by the corporation.

O. The enumeration of the foregoing objects, purposes and powers shall not be construed to limit or restrict in any manner the powers of this corporation.

ARTICLE C. CAPITAL STOCK

This corporation shall have the authority to issue Ten Million shares at No par value per share.

ARTICLE D. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE E. TRANSFER RESTRICTIONS

Should any shareholder, their heirs, successors or assigns desire to sell their shares in the Corporation they shall first offer to the Corporation a right of first refusal to purchase such stock upon the terms and conditions set forth in writing and delivered to the Corporation. The Corporation shall, after receipt of such notice, have thirty (30) days to notify the selling shareholder, their heirs, successors or assigns of their exercising this right of first refusal and paying the full consideration therefor by cash or cashier's check. If they do not notify the seller within said time frame then the seller shall be free to sell the stock according to the terms of the submitted offer and no other.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy
Of Which Is On File At This Corporation's Principal Office."

ARTICLE F. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be three (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

BERNARD L. KOYEN
3645 Cortez Road West, Suite 150
Bradenton, FL 34210

CONNIE S. KOYEN
3645 Cortez Road West, Suite 150
Bradenton, FL 34210

GARY L. PRIDGEN
4300 Lakeside Drive, #13
Jacksonville, FL 32210

ARTICLE G. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE H. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

1605 Main Street
Suite 912
Sarasota, Florida 34236

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

H. WILLIAM SCOVILL

ARTICLE I. INCORPORATOR

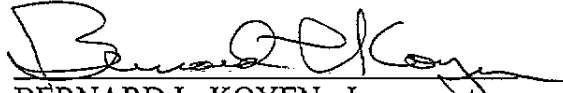
The names and addresses of the individuals who shall serve as this corporation's incorporators are:

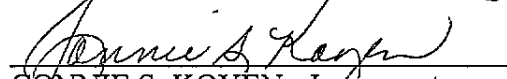
BERNARD L. KOYEN - 717,500 shares
CONNIE S. KOYEN - 700,000 shares
GARY L. PRIDGEN - 283,300 shares

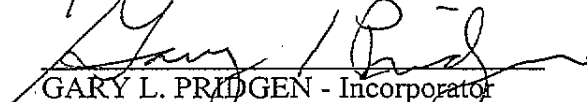
ARTICLE J. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be

subject to this reservation.



BERNARD L. KOYEN - Incorporator


CONNIE S. KOYEN - Incorporator


GARY L. PRIDGEN - Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

On 27th day of March, 2002, BERNARD L. KOYEN, CONNIE S. KOYEN and GARY L. PRIDGEN, designated above as the individuals who shall serve as the corporation's incorporators,, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of PROFESSIONAL LIABILITY INSURANCE AGENCY, INC.


Notary Public
My commission expires:



Marcia B. Owens
MY COMMISSION # CC748043 EXPIRES
September 15, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent.


H. WILLIAM SCOVILL

FILED
2002 APR 15 PM 1:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA