

# PO2000058508

CT CORPORATION

CORPORATION(S) NAME

Access General Agency of Florida, Inc.

FILED  
2002 MAY 28 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

<input checked="" type="checkbox"/> Profit- <del>For</del>	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED  
02 MAY 28 AM 11:25  
DIVISION OF CORPORATION

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

5/28/02

Order#: 5362337

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

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5/28/02

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ARTICLES OF INCORPORATION

I.

Name

The name of the Corporation is:

"Access General Agency of Florida, Inc."

II.

The Corporation shall have authority to issue not more than 10,000 shares of Common Stock of \$1.00 par value per share. The Board of Directors may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

III.

Registered Agent

The address of the initial registered agent of the Corporation shall be:

407 Lanternback Island Drive  
Satellite Beach, Florida 32937

The initial registered agent of the Corporation shall be Robert B. Alkire.

IV.

Incorporator

The names and addresses of the incorporators are:

Michael McMenamin and Dan Lazarek  
2830 Dresden Drive  
Atlanta, GA 30341

V.

Mailing Address

The mailing address of the principal office of the Corporation is:

2830 Dresden Drive  
Atlanta, GA 30341

VI.

A member of the Board of Directors of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to taken any action, as a director, except liability

- (a) For any appropriation, in violation of his or her duties, of any business opportunity of the corporation;
- (b) For acts or omissions that involve intentional misconduct or a knowing violation of law;
- (c) For the types of liability set forth in §607.0834 of the Florida Business Corporation Act, as it may be amended from time to time, pertaining to the extent of liability of directors for assenting to distributions made by the Corporation when it is, or would thereby be rendered, insolvent;
- (d) For any transaction from which the director received an improper personal benefit

#### VII.

The Corporation shall indemnify and hold harmless, to the fullest extent permitted by §607.0850 of the Florida Business Corporation Act, as it may be amended from time to time, any director or shareholders who is made, or is threatened to be made, a party to any proceeding because he or she is or was a director or shareholder.

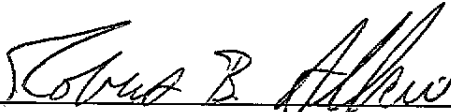
#### VIII.

The purposes of the Corporation shall be to oversee and provide policy direction and financial management to a group of affiliated companies engaged in the marketing and sale of insurance products, the financing of insurance premiums, the management of companies in insurance related businesses, and the assistance of consumers in the preparation of simple income tax returns and the financing of refunds, as well as to pursue all other lawful business purposes permitted by the Florida Business Corporation Act, as it may be amended from time to time.

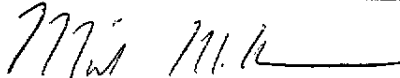
#### IX.

Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by all of the shareholders entitled to vote on the action, or by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action without a meeting and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. All voting shareholders of record who did not participate in taking the action shall be given written notice of the action not more than ten (10) days after the taking of action without a meeting. An action by less than unanimous consent may not be taken with respect to any election of directors as to which shareholders would be entitled to cumulative voting.

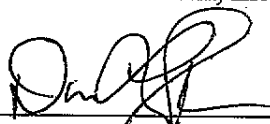
IN WITNESS WHEREOF, the undersigned has hereby executed these Articles of  
Incorporation this 24 day of May, 2002



Robert B. Alkire, Registered Agent - I AM FAMILIAR WITH  
AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT



Michael McMenamin, Incorporator



Dan Lazarek, Incorporator

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