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ATTORNEYS-AT-LAW

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FILED
02 OCT 11 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 9, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32304

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****122.50 ****78.75

RE: PALADIN AGENCY, INC.

To Whom It May Concern:

Enclosed please find an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:


Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy	\$ 52.50
Total Due	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,


Laura A. Olson, Esq.

LAO/mmk
Enclosures

10-14-02


ARTICLES OF INCORPORATION
OF
PALADIN AGENCY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be: PALADIN AGENCY, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

712 W. Platt Street
Tampa, Florida 33606

ARTICLE III
BUSINESS AND PURPOSES

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law under corporations formed under such Act.

PALADIN AGENCY, INC.

ARTICLE IV CAPITAL STOCK

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 712 W. Platt Street, Tampa, Florida, 33606, at such office shall be Anna Marie Coley. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

The corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town, in this State or any other State or County, as may be approved by its Board of Directors.

ARTICLE VII BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by PALADIN AGENCY, INC.

the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and thing as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until successors have been duly elected and qualify. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Anna Marie Coley	712 W. Platt Street Tampa, Florida 33606

ARTICLE X BY-LAWS

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-laws made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management and conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions to these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the use and purposes therein stated.


ANNA MARIE COLEY

PALADIN AGENCY, INC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, ANNA MARIE COLEY, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 9th day of October, 2002.

Anna Marie Coley
ANNA MARIE COLEY

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

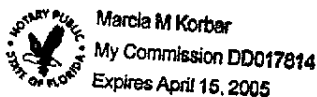
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, ANNA MARIE COLEY, who did take an oath personally appeared known to me to be the person who executed the foregoing Articles of PALADIN AGENCY, INC. and who acknowledged before me that they executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Hillsborough County, Florida, this 9th day of October, 2002.

Marcia M. Korber
Notary Public ~ State of Florida

My Commission Expires:

Marcia M Korber
Printed Name



PALADIN AGENCY, INC.