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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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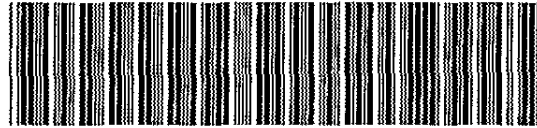
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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02 DEC -9 PM 2:12  
DIVISION OF CORPORATIONS  
STATE OF OHIO

SMITH DEC 11 2002

**SIEFERT & SIEFERT, P.A.**

ATTORNEYS AT LAW  
606 SE THIRD AVENUE  
OCALA, FLORIDA 34471

TELEPHONE: (352)732-0141

TELEFAX: (352)732-4295

December 6, 2002

State of Florida  
Corporate Record Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: BEN WALLER AGENCY, INC.

Dear Sir/Madam:

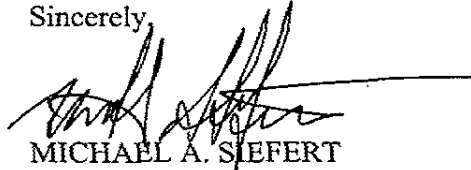
Enclosed are the Articles of Incorporation for the above corporation, together with our trust account check for \$78.75 to cover the following:

Filing Fee	\$70.00
Certified Copy	<u>\$8.75</u>
Total	<u>\$78.75</u>

Please send a certified copy to me at your earliest convenience.

Thank you for your prompt services in this regard. Should you have any questions, feel free to contact me at the above number.

Sincerely,



MICHAEL A. SIEFERT

MAS/hah  
Enclosures

02 DEC -9 PM 2:12  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION OF**  
**BEN WALLER AGENCY, INC.**

1. The name of this Corporation is **BEN WALLER AGENCY, INC.**
2. The general nature of the business to be transacted by this Corporation is to engage in the insurance business, and in any and all other business permitted under the laws of the State of Florida.
3. The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock, having a par value of \$1.00 per share.
4. This Corporation shall have perpetual existence commencing upon filing of these Articles.
5. The Registered Agent and the street address of the initial registered agent of this corporation in the State of Florida shall be: Benjamin I. Waller, 3730 SW 51<sup>st</sup> Terrace, Ocala, FL 34474, who by signature herein is accepting designation as Resident Agent.
6. The initial stockholders will be as follows:

Benjamin I. Waller and Judith L. Waller	100 Shares
-----------------------------------------	------------


Shares held by each shareholder may not be sold or otherwise transferred to other persons or other entities, except as follows: a) sold back to the corporation at a price agreed to between the seller and the remaining shareholders, or if no price is found agreeable then at a price as determined by an independent appraiser; or b) devised by will to either a surviving spouse, descendant or other member of the immediate household at time of death; or c) to any third party after written consent to such conveyance by a majority vote of the remaining shares of stock. The price, terms, and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article. No share shall be conveyed, split, transferred, or given by testamentary devise or otherwise, if such action would violate the federal prescriptions for an S corporation, as provided by law in effect at the time of proposed action.

7. The initial offices and officers shall be as follows:

Benjamin I. Waller	President
Judith L. Waller	Vice-President
Benjamin I. Waller	Secretary-Treasurer


8. The business of this corporation shall be managed by the stockholders of the corporation, rather than by a Board of Directors.
9. The corporation may indemnify any officer or employee, or any former officer or employee, to the full extent permitted by law.
10. The name and principal street address of the person signing these Articles of Incorporation as the incorporator is: Benjamin I. Waller, 3730 SW 51<sup>st</sup> Terrace, Ocala, FL 34474.
11. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation, by a simple majority vote of the outstanding shares of stock.
12. The principal place of business shall be 2508 SE 17<sup>th</sup> Street, Ocala, FL 34471.
13. Both the President and the Vice President, acting in their sole capacity, have the authority to sign contracts, checks, receipts and otherwise conduct business on behalf of the corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this \_\_\_\_ day of December, 2002.

  
\_\_\_\_\_  
Benjamin I. Waller, Incorporator

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 6 day of December, 2002, by Benjamin I. Waller, as Incorporator, of **BEN WALLER AGENCY, INC.**, a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced a Florida Driver License as identification.

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large (SEAL)

My Commission Expires:



Michael A. Siefert  
MY COMMISSION # CC816388 EXPIRES  
March 10, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

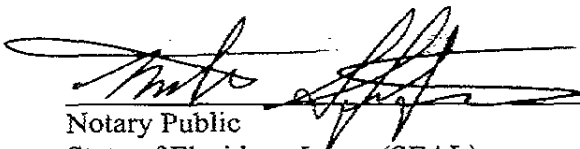
I, Benjamin I. Waller, hereby accept the position of Registered Agent for **BEN WALLER AGENCY, INC.**

  
Benjamin I. Waller, Registered Agent

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 6 day of December, 2002, by Benjamin I. Waller, who is personally known to me or has produced Florida driver license as identification, and who did take an oath.

My Commission Expires:

  
Notary Public  
State of Florida at Large (SEAL)

02 DEC -9 PM 2:12  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS