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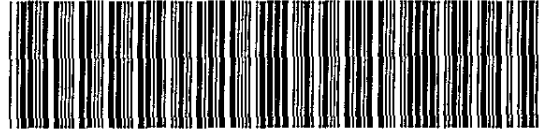
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LAW OFFICES OF
THOMAS O. MICHAELS, P.A.

ATTORNEY AND COUNSELOR AT LAW
1370 PINEHURST ROAD
DUNEDIN, FLORIDA
34698

TELE (727)733-8030

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

VIA FEDERAL EXPRESS
TRK #: 7913-3523-1880

March 27, 2003

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: NICHOLAS - McGUIRE, INC.

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for the above styled corporation which needs to be filed with your office, as well as our check in the amount of Seventy (\$70.00) Dollars for costs incurred in same. After the Articles of Incorporation have been filed, please return the stamped copy, with the confirmation letter of filing the above referenced Corporation, in the self-addressed stamped envelope enclosed for your convenience.

Do not hesitate to contact our office if you have any questions or require further information.

Sincerely yours,


Thomas O. Michaels, Esq.

Enclosures: as indicated.
TOM/tab

**ARTICLES OF INCORPORATION
OF
NICHOLAS - McGUIRE, INC.**

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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is: NICHOLAS - McGUIRE, INC.

**ARTICLE II
DURATION**

The term of the existence of the corporation is perpetual, and shall commence on the date of filing of these Articles.

**ARTICLE III
PURPOSE**

The purpose of which the corporation is organized is to market, sell and distribute Property and Casualty Insurance, and to transact any and all other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares that the corporation has authority to issue is 1,000 all of which shall be common shares with a par value of \$1.00 per share.

**ARTICLE V
PRINCIPAL OFFICE AND REGISTERED OFFICE**

The initial principal office of the corporation is 3895 Tampa Rd., Oldsmar, Florida 34677 and the initial mailing address of the corporation is 3895 Tampa Rd., Oldsmar, Florida 34677.

The street address of the initial registered office of the corporation is 1370 Pinehurst Road, Dunedin, Florida 34698 and the name of the initial registered agent at that address is Thomas O. Michaels, Esq.

Prepared By:
Thomas O. Michaels, Esq.
1370 Pinehurst Road
Dunedin, Florida 34698
(727) 733-8030

ARTICLE VI DIRECTORS/OFFICERS

The board of directors of the corporation shall consist of at least one (1) member, and as established by the By Laws of this corporation.

The initial board of directors of the corporation shall consist of two members. The name and address of the first board of director(s) are:

Timothy B. McGuire, 11322 Seminole Blvd., Largo, Florida 33778, and
Nicholas Diana, 3895 Tampa Rd., Oldsmar, Florida 34677.

This corporation shall initially have the officers of President, Vice President, Secretary, Treasurer, Assistant Treasurer and such other officers as may be established by the By Laws of this corporation.

The name and address of the initial officer(s) of this Corporation are:

Timothy B. McGuire, President and Assistant Treasurer, 11322 Seminole Blvd., Largo, Florida 33778.

Nicholas Diana, Vice President, Secretary, and Treasurer, 3895 Tampa Rd., Oldsmar, Florida 34677.

ARTICLE VII INDEMNIFICATION

The corporation shall indemnify its directors and officers to the fullest extent permitted by law.

ARTICLE VIII INCORPORATOR

The names and addresses of the incorporators are:

Timothy B. McGuire, 11322 Seminole Blvd., Largo, Florida 33778, and
Nicholas Diana, 3895 Tampa Rd., Oldsmar, Florida 34677.


ARTICLE IX PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.


ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

Dated this 21 day of March, 2003.



Timothy B. McGuire, Incorporator



Nicholas Diana, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 21 day of February, 2003, by Timothy B. McGuire, who has produced personally known as identification, and Nicholas Diana, who has produced personally known as identification, and who did take an oath, and acknowledged to and before me that they have executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC:



Rebecca Ann Heins
Commission # CG 823505
Expires Apr. 4, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

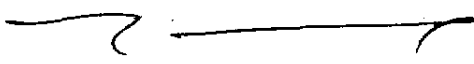
Sign: Rebecca A Heins
Print: Rebecca H Heins
Notary Public
State of Florida
My Commission Expires:
(Seal, if applicable)

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.



Thomas O. Michaels, Esq., Registered Agent

Prepared By:
Thomas O. Michaels, Esq.
1370 Pinehurst Road,
Dunedin, Florida 34698
(727) 733-8030