

09/29/2003

Division of Corporations

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Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.

THE JOHN CAMPBELL AGENCY, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**THE JOHN CAMPBELL AGENCY, INC.**

**ARTICLE I**

The name of the corporation is The John Campbell Agency, Inc., (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 400 Alton Road, Suite 1907, Miami Beach, FL 33139.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 400 Alton Road, Suite 1907, Miami Beach, FL 33139 and the name of its initial registered agent at such office is John Campbell.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified is:

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

John Campbell  
400 Alton Road, Suite 1907  
Miami Beach, FL 33139

**ARTICLE VII**

The name of the Incorporator is John Campbell and the address of the Incorporator is 400 Alton Road, Suite 1907, Miami Beach, FL 33139.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 29<sup>th</sup> day of September, 2003.

  
John Campbell, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of The John Campbell Agency, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
John Campbell  
Agent for the Registered Agent

Dated: September \_\_, 2003

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