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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BLAIR T. JACKSON
Attorney & Counselor at Law
A Professional Association

Reply to:

Blair T. Jackson, Attorney at Law
1501 E. Concord Street
Orlando, Florida 32803

VIA: Federal Express

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32314

RE: Blair Insurance Service, Inc.

Dear Representative:

Enclosed is an original and one (1) copy of the Articles of Incorporation. A check in the amount of \$78.75 which covers the \$35.00 filing fee, \$8.75 for a certified copy of Certificate of Incorporation and \$35.00 for designation of registered agent is enclosed.

Please endorse your approval of the Articles of Incorporation on the duplicate copy and return them to me in the enclosed addressed Federal Express package. Feel free to call if you have any questions. Thank you.

Sincerely,


Blair T. Jackson

BTJ:wi
Enclosures

**ARTICLES OF INCORPORATION
OF
BLAIR INSURANCE SERVICE, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be **Blair Insurance Service, Inc.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 (0.01) par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, unless made in accordance with the terms and provisions of a Shareholder Agreement to be established by and among the Shareholders. Any Transfer of Shares not in strict compliance with such Agreement shall be null and void.

Each stock certificate issued by this corporation shall carry the following legend:

"The shares of stock represented hereby have not been registered pursuant to the Securities Act of 1933, as amended, or any state securities law. Neither these shares, nor any portion thereof or interest herein, may be sold, transferred or otherwise disposed of unless the same is registered and qualified in accordance with said act any applicable state securities law, or in the opinion of counsel reasonably satisfactory to the Corporation as to counsel and substance, such registration and qualification are not required."

"ANY SALE, ASSIGNMENT, TRANSFER, PLEDGE, OR OTHER DISPOSITION OF OF THE SHARES OF STOCK REPRESENTED BY THIS CERTIFICATE IS RESTRICTED BY AND SUBJECT TO THE TERMS AND PROVISIONS OF A SHAREHOLDERS' AGREEMENT DATED EFFECTIVE UPON SIGNING. A COPY OF SAID AGREEMENT IS ON FILE WITH THE SECRETARY OF THE CORPORATION. BY ACCEPTANCE OF SAID CERTIFICATE OF THE OWNER HEREOF AGREES TO BE BOUND BY THE TERMS OF SAID AGREEMENT".

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name(s) and address(es) of the individual(s) who shall serve as the Director(s) is/are:

Wallace R. Pinkley. _____

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be:
1501 E. Concord Street, Orlando, FL 32803

The name and address of the individual who shall serve as this corporation's initial registered agent is:

Blair T. Jackson
1501 E. Concord Street, Orlando, FL 32803

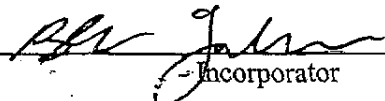
ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

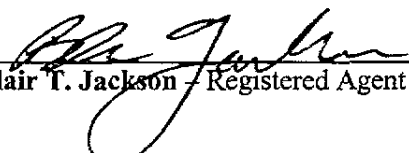
Blair T. Jackson, 1501 E. Concord Street, Orlando, FL 32803

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

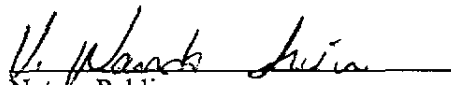

Incorporator
Blair T. Jackson

I hereby accept my designation as registered agent and agree to serve as the registered agent of **Blair Insurance Service, Inc.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for **Blair Insurance Service, Inc.**


Blair T. Jackson - Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

On Feb 17, 04 Blair T. Jackson, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is () personally known to me, or () produced a Florida driver's license as identification, personally appeared before me at the time of notarization and acknowledged signing these Articles of Incorporation of **Blair Insurance Service, Inc.**


Notary Public



V Wanda Irvin
My Commission DD135212
Expires July 18, 2006

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TALLAHASSEE, FLORIDA
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