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FLORIDA PROFIT CORPORATION OR P.A.

Keith R. Mayfield Insurance Agency, Inc.

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EX 12/28

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**ARTICLE VIII
NAMES AND ADDRESSES OF INITIAL DIRECTORS**

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, and until their successors shall have been elected and qualified, are as follows:

Keith R. Mayfield	10610 S. US Highway 1 Port St. Lucie, Florida 34952
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**ARTICLE IX
INCORPORATORS**

The names and addresses of the initial incorporators are as follows:

Keith R. Mayfield	10610 S. US Highway 1 Port St. Lucie, Florida 34952
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**ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment to these Articles of Incorporation shall require the approval by the Board of Directors, whereupon it shall be proposed by the Board to the Stockholders, and, for adoption, shall require the approval at a Stockholder's meeting by a majority of the stock entitled to vote thereon; unless all the Directors and all the Stockholders sign a written statement adopting the proposed Amendment to these Articles of Incorporation.

**ARTICLE XI
BYLAWS**

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Directors of the corporation at a regular or special meeting of The Board of Directors.

**ARTICLE XII
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

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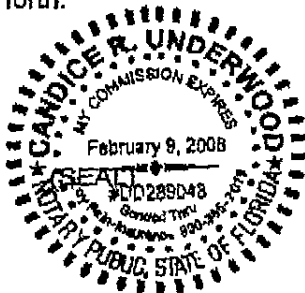
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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation at Stuart, Martin County, Florida, this 27 day of December, 2004.

Keith R. Mayfield
Keith R. Mayfield

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 27 day of December, 2004, by KEITH R. MAYFIELD, (PLEASE CHECK ONE OF THE FOLLOWING) who is personally known to me or who has produced Drivers license (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) did or did not take an oath. He subscribed the above Articles of Incorporation, and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.



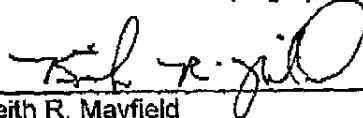
Candice R. Underwood
Candice R. Underwood (Print Name)
NOTARY PUBLIC
My Commission Expires:

FAX AUDIT NUMBER: H04000253277 3

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated on the above Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.



Keith R. Mayfield
Registered Agent

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