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October 25, 2006

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Friloux Insurance, Inc.

Dear Madam/Sir:

Enclosed for filing are the original and one (1) copy of the Articles of Incorporation and Designation of and Acceptance by Registered Agent regarding the above referenced corporation. In this regard, please accept our firm's check in the amount of \$87.50 for filing fees as follows:

Articles of Incorporation:	\$35.00
Designation of Registered Agent:	35.00
Certified Copy of Articles of Incorporation:	8.75
Certificate of Status	<u>8.75</u>
TOTAL:	\$ 87.50

Please acknowledge receipt of these documents by date stamping the enclosed copy of this letter and returning same with the Certified Copy of the Articles of Incorporation.

If you have any questions, please feel free to contact our office.

Sincerely,

Frank R. Keasler, Jr.

FRK/dp

Enclosures

102506LtrtransmittingArticles.doc

Keasler Law Firm



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Keasler Law Firm

ARTICLES OF INCORPORATION

OF

FRILOUX INSURANCE, INC.

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the Corporation shall be: **FRILOUX INSURANCE, INC.**

ARTICLE II.

The general nature of the businesses to be transacted by the Corporation shall be to act as agent for insurance, securities and financial product companies in the soliciting, procuring, receiving and forwarding applications for life, disability, long term care and all other kinds of insurance whether same be property and casualty or life types of policies, together with any and all financial products which are annuities or securities and for which this Company holds the proper licensing from the State of Florida and the qualifying brokers or national associations pursuant to which it can lawfully take applications for the procurement and ultimate deliver the policies and certificates of ownership reflecting same, and in consideration of the premiums which this Company can collect for the services provided, and otherwise to conduct a general insurance brokerage and financial products business and to do any and all things incidental to the operation of such an organization and as a third party agent, and which is allowed by the law of the State of Florida and the United States or otherwise not forbidden by statute, rule, regulation or by these Articles of Incorporation or the Bylaws of this Company.

IN GENERAL, and in connection with the foregoing, the Corporation shall enjoy and may use, exercise and apply all the powers of like corporations conferred by the corporation laws of the State of Florida.

ARTICLE III.

The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be fifty thousand (50,000) shares of Class A Voting Common Stock with a par value of One Cent (\$.01) per share, and fifty thousand (50,000) shares of Class B Non-Voting Common Stock with a par value of One Cent (\$.01) per share. All stock issued shall be paid fully and non-assessable.

ARTICLE IV.

The principal office of this Corporation shall be 120 South 32nd Avenue, Jacksonville, Florida 32250.

ARTICLE V.

The street address of the initial registered office of this Corporation in Florida shall be Keasler Law Firm, 10407 Centurion Parkway North, Suite 112, Jacksonville, Florida 32256, and its initial registered agent at that address shall be **Frank R. Keasler, Jr.** The registered office and registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

ARTICLE VI.

Pursuant to §607.07632(1)(a) there shall be no Board of the Directors of this Corporation as it shall be a shareholder managed Corporation.

ARTICLE VII.

The names of the subscribers of these Articles of Incorporation is S. Deane Friloux whose street address is 120 South 32nd Avenue, Jacksonville, Florida 32250.


ARTICLE VIII.

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

ARTICLE IX.

The date corporate existence begins shall be November 1, 2006. This election is pursuant to Florida Statute 607.0203.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator executed these Articles of Incorporation for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State, State of Florida, these Articles of Incorporation and do certify the facts herein stated are true, all on this 23rd day of Octobe, 2006.


S. Deane Friloux

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 607.0501 of the Florida Statutes, the following is submitted in compliance with the Florida Business Corporation Act:

Friloux Insurance, Inc., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in Jacksonville, Duval County, State of Florida, name **Frank R. Keasler, Jr.**, located at Keasler Law Firm, 10407 Centurion Parkway North, Suite 112, Jacksonville, Duval County, Florida 32256, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Being named to accept service of process for the above stated Corporation at place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.



By: **Frank R. Keasler, Jr.**, Registered Agent

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