

P95000011490

February 1, 1995

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301
(904) 487-6052

300001400473
-02/08/95--01069--012
122.50 *122.50

Re: Administrators Advisory Group of Miami, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to:

Charles Smith
2981 West SR 434, Suite 500
Longwood, Florida 32779
(407) 682-4454

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

A. Articles Of Incorporation filing fee	\$35.00
B. Certified copy of Articles Of Incorporation	\$52.50
C. Registered Agent Designation Filing Fee	<u>\$35.00</u>
Total Fees	<u>\$122.50</u>

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,

Charles S. Smith

Charles Smith

Enclosures

COAIFL

FILED
1995 FEB -8 PM 2:00
TALLAHASSEE, FLORIDA

db 2/10/95

ARTICLES OF INCORPORATION
OF
ADMINISTRATOR'S ADVISORY GROUP OF MIAMI, INC.

FILED

1995 FEB -8 PM 2:00

TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Administrator's Advisory Group of Miami, 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 Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, & RIGHTS

This corporation is being organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of the State Of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State Of Florida.

ARTICLE IV. CAPITAL STOCK

- A. This corporation shall have the authority to issue 1,000 shares of common capital stock having a \$.10 par value per share.
- B. The designations, voting powers, references and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:
 - 1. The holders of the common stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board Of Directors.
 - 2. In the event of the voluntary or involuntary

Articles Of Incorporation Of Administrator's Advisory Group of Miami, Inc.

liquidation, dissolution, distribution of assets or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any, such stock shall be authorized herein and issued, the holders of common stock shall be entitled to receive all of the remaining assets of the corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of common stock held by them respectively. The Board Of Directors may distribute in kind to the holders of common stock such remaining assets of the corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of common stock. The merger or consolidation of the corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the corporation of any class, shall not be deemed to be a dissolution, liquidation nor winding up of the corporation for the purposes of this paragraph.

3. Any person, upon becoming the owner or holder of any shares of the common stock or other securities having voting rights issued by this corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State Of Florida, or of the United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons, if any; and that the corporation reserves the right to transact any business of the corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

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Miami, Inc.

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. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. 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.

A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board Of Directors, except as otherwise herein provided or reserved to the holders of common stock. In furtherance and not in limitation of the general and specific powers and rights granted and conferred by the applicable provisions of the laws of Florida, the Board Of Directors is expressly authorized:

1. To make, alter or repeal the Bylaws of the corporation.
2. To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any reserve in the manner in which it was created.
3. By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The Bylaws may provide that in the absence or disqualification of a member of a meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board Of Directors to act at the meeting in the place of any

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such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board Of Directors, or in the Bylaws of the corporation, shall have and may exercise all the powers and authority of the Board Of Directors in the management of the business and affairs of the corporation to the extent permitted by the applicable laws of Florida, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the powers or authority in reference to amending the Articles of Incorporation, adopting an agreement of merger or consolidation, recommending to the shareholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the shareholders a dissolution of the corporation or a revocation of a dissolution, or amending the Bylaws of the corporation; and, unless the resolution of Bylaws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

4. When and as authorized by the shareholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as the Board Of Directors shall deem expedient and for the best interests of the corporation.
- B.
1. As indicated above, the number of members of the Board Of Directors may be increased from time to time, as provided in this corporation's bylaws, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.
 2. If any vacancy occurs in the Board Of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

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3. The names and mailing addresses of the persons who shall serve as directors of the corporation until the first annual meeting of the shareholders are as follows: Charles Smith, 2981 West SR 434, Suite 500, Longwood, Florida 32779.

ARTICLE VII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of all directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

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 and the address of this corporation's initial registered office shall be: 2981 West SR 434, Suite 500, Longwood, Florida 32779.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Charles Smith.

ARTICLE X. INCORPORATORS

The names and addresses of the individuals who shall serve as this corporation's incorporators are: Charles Smith, 2981 West SR 434, Suite 500, Longwood, Florida 32779.

Articles Of Incorporation Of Administrator's Advisory Group of Miami, Inc.

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.

Charles S. Smith
Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Administrator's Advisory Group of Miami, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Administrator's Advisory Group of Miami, Inc.

Charles L. Smith
Charles Smith - Registered Agent

State of Florida
County Of Orange

On Feb. 1, 1995, Charles Smith, designated above as the individual who shall serve as the corporation's initial registered agent, and the individuals, designated above, as the corporation's incorporators, all of whom are personally known to me, or produced Florida driver's licenses as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Administrator's Advisory Group of Miami, Inc.

James J. Flick
Notary Public

James J. Flick
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)



JAMES J FLICK
My Commission CC370706
Expires May. 06, 1998
Bonded by HAI
800-422-1555

Articles Of Incorporation Of Administrator's Advisory Group of Miami, Inc.

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CARTER A. BRADFORD

ATTORNEY AT LAW
130 LECREST STREET
ORLANDO, FLORIDA 32801

TELEPHONE (407) 246-0828
TELECOPIER (407) 246-0828

November 29, 1995

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900001651269
-12/01/95--01064--013
*****43.75 *****43.75

Re: Administrator's Advisory Group of South Florida,
Inc.

Dear Sir or Madam:

Enclosed are the Articles of Amendment of Administrator's Advisory Group, of Miami, Inc. for filing with your office. Also enclosed is our check in the amount of \$43.75 covering the \$35.00 filing fee, and \$8.75 for a Certificate of Status. Please return the Certificate of Status to us in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter.

Cordially yours,



Carter A. Bradford

CAB:mn
Enclosures

SH DEC - 7 1995

N.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC - 1 PM 4:48

**ARTICLES OF AMENDMENT
OF
ADMINISTRATOR'S ADVISORY GROUP OF MIAMI, INC.**

1. Article I of the Articles of Incorporation of Administrator's Advisory Group of Miami, Inc., is hereby amended to read as follows:

"ARTICLE I NAME

The name of this corporation shall be Administrator's Advisory Group of South Florida, Inc."

2. The following amendment was unanimously adopted by all the Stockholders and Directors of this corporation on October 31, 1995.

3. This Amendment shall be effective upon filing with the Department of State.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 31st day of October 1995.


CHARLES S. SMITH, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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