

LARRY LEGEL  
5100 N. FEDERAL HWY., SUITE 402  
FT. LAUDERDALE, FL 33308  
305/ 421-8200

March 3, 1995  
**P95000019094**

SECRETARY OF STATE  
CORPORATE NAME DIVISION  
POST OFFICE BOX 6327  
TALLAHASSEE, FL 32314

RECEIVED  
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Enclosed please find herewith, Articles of Incorporation to  
be filed for ROBT. COLE INSURANCE AGENCY, INC.

Please accept our check for \$70 for incorporation fees.  
At your earliest convenience, please send us your letter  
confirming these articles have been filed. Thank you for  
your assistance.

Yours truly,

*Larry Legel*

LARRY LEGEL

*Please rush.*

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SECRETARY OF STATE  
TALLAHASSEE, FL 32314

B. REGISTRATION  
MAR 9 1995

ARTICLES OF INCORPORATION  
OF  
ROBT. COLE INSURANCE AGENCY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to make contracts, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I  
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The name of this Corporation is  
ROBT. COLE INSURANCE AGENCY, INC.

ARTICLE II  
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This Corporation is formed for the purpose of engaging in any lawful activity or business permitted under the laws of the United States of America, the State of Florida, or any other state or country, more specifically to sell insurance.

ARTICLE III  
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The aggregate number of shares which this Corporation shall have the authority to issue shall be 1,000 shares of \$1.00 par value. The consideration to be paid for each share shall be fixed by this Corporation.

ARTICLE IV  
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The amount of capital with which this Corporation will begin business is One Thousand Dollars (\$1,000).

ARTICLE V  
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This Corporation is to exist perpetually.

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FLORIDA

ARTICLE VI

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No officer, director or shareholder shall be personally liable for any debts of this Corporation.

ARTICLE VII

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The street address of the initial principal office is:  
14104 Skye Terrace, Delray Beach, Florida 33446. The name of its initial registered agent is Larry Legel.

ARTICLE VIII

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The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and street address of the initial director of this Corporation is:

LARRY LEGEL	5100 N. Federal Highway, Suite 409
	Ft. Lauderdale, FL 33308

The initial director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings. The number of directors of this Corporation shall be not less than one (1).

ARTICLE IX

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The name and street address of the subscriber to these Articles of Incorporation, together with the number of shares of stock and value of consideration therefore is as follows:

LARRY LEGEL	SHARES	CONTRIBUTION
5100 N. Federal Hwy., Suite 409	1,000	\$ 1,000
Ft. Lauderdale, FL 33308		

ARTICLE X

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The date when corporate existence shall commence shall be upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

#### ARTICLE XI

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This Corporation, and the parties hereto, shall take whatever action necessary to cause the shares of this Corporation to qualify as " Section 1244 Stock ", as such term is used and defined in the Internal Revenue Code of 1986 and the Regulations issued thereunder.

#### ARTICLE XII

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Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

#### ARTICLE XIII

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Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or Bylaws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the Articles or Bylaws.

#### ARTICLE XIV

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Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone, as provided by law, but regular meetings must be attended in fact in person by each director.


ARTICLE XV  
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This Corporation, its shareholders, or any combination of this Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XVI  
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These Articles of Incorporation may be amended in the manner provided in the Bylaws and may be amended at any regular or special shareholders meeting called for such purpose upon a majority affirmative vote of all the shareholders entitled to vote thereon.

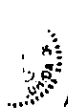
IN WITNESS WHEREOF, the undersigned does hereby affix his hand for the purpose of forming this Corporation this 3rd day of March, 1995.


  
\_\_\_\_\_  
LARRY LEGEL

STATE OF FLORIDA     )  
                              )  
COUNTY OF BROWARD    )

BEFORE ME, a notary public authorized to take  
acknowledgements in the State and County set forth above,  
personally appeared     LARRY LEGEL  
known to me and known by me to be the person who executed the  
foregoing Articles of Incorporation, and he acknowledged  
before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and  
affixed my official seal, in the State and County aforesaid,  
this 3rd day of March, 1995.

 CAROLYN J. JONES-CARROLL  
COMMISSION # CC 370994  
EXPIRES MAY 9, 1998  
Bonded Through  
ALAN INSURANCE SERVICES

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

My Commission expires:

May 9, 1998

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes,  
the following is submitted:

First - That ROBT. COLE INSURANCE AGENCY, INC. desiring  
to organize or qualify under the laws of the State of Florida  
with its principal place of business at City of DELRAY BEACH,  
State of Florida, has named: LARRY LEGEL located at:

14104 SKYE TERRACE  
DELRAY BEACH, FL 33446-3384

as its agent to accept service of process within Florida.

Signature

Larry Legel

Title

VP / Director

Date

3/3/95

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TALLAHASSEE FLORIDA  
SECRETARY OF STATE

Having been named to accept service of process for the  
above stated corporation, at the place designated in this  
certificate, I hereby agree to act in this capacity, and I  
further agree to comply with the provisions of all statutes  
relative to the proper and complete performance of my duties.

Signature

Larry Legel  
LARRY LEGEL, VICE PRESIDENT & DIRECTOR

Date

3/3/95