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OTHER FILINGS Annual Report	REGISTRATION/ QUALIFICATION			
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ARTICLES OF INCORPORATION

<u>OF</u>

BROWN & BROWN ENTERPRISES, INC.



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ARTICLE I.

The name of this Corporation is:

BROWN & BROWN ENTERPRISES, INC.

ARTICLE II.

This Corporation shall exist in perpetuity commencing with the filing of these documents.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II .: VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI.

PREEMPTIVE_RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that

which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII.

The street address of the principal place of business of this Corporation is:

1545 N.W. 8 Avenue, #312 Miami, Florida 33136

and the name and address of the initial registered office and agent of this Corporation is:

RICHARD BROWN
1545 N.W. 8 Avenue, #312
Miami, Florida 33136

ARTICLE VIII.

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

DIRECTOR

Richard Brown

1545 N.W. 8 Avenue, #312

Miami, Florida 33136

DIRECTOR

Bernice Brown 1545 N.W. 8 Avenue, #312 Miami, Florida 33136

ARTICLE_IX.

The names and addresses of the initial officers of this corporation shall be as follows:

PRESIDENT

Richard Brown 1545 N.W. 8 Avenue, #312 Miami, Florida 33136

SECRETARY

Bernice Brown 1545 N.W. 8 Avenue, #312 Miami, Florida 33136

ARTICLE X.

The name and address of the person signing these Articles of Incorporation is:

> RICHARD BROWN 1545 N.W. 8 Avenue, #312 Miami, Florida 33136

ARTICLE XI.

AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reserv. ion.

IN WITNESS WHLREOF, the undersigned subscriber has executed these Articles of incorporation this 15 day of March, 1995.

MATTHEW RICHARD BROWN, Subscriber

STATE OF FLORIDA) ss:

COUNTY OF DADE

NOTARY STATE OF FLORIDA PUBLIC MY COMM E>p 10/2/95 COMM NBR CC149275

BEFORE ME, the undersigned authority, personally appeared Richard Brown, who is personally known to ma, and who being first duly sworn deposes and states on oath that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 15 day of March, 1995, in the County and State aforesaid.

Notary Public, State of Florida

at Large

Commission #CC149275

Expiration Date: 10/2/95

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE BERVICE 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 BROWN & BROWN ENTERPRISES, INC. desiring to organize or quality under the laws of the state of Florida, with its principal place of business at 1545 N.W. 8 Avenue, #312, Miami, Florida 33136, has named RICHARD BROWN, whose address is 1545 N.W. 8 Avenue, #312, Miami, Florida 33136, as its agent to accept services of process within Florida.

DATED: March 15 , 1995

Having been named to accept service of process for BROWN & BROWN ENTERPRISES, INC. 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.

DATED: March 15 , 1995

STATE OF FLORIDA)

) ss: COUNTY OF DADE)

A MATTIEW R LABREN MOTARY STATE OF FLORIDA PUBLIC My Comm Exp (1/2/95 COMM NBR CCH9275

BEFORE ME, the undersigned authority, personally applared Richard Brown, who is personally known to me, who being first duly sworn deposes and states on oath that he executed the foregoing Articles of Incorporation.

this 15 IN WITNESS WHEREOF, I have hereunto set my hand and seal, day of March, 1995, in the County and State aforesaid.

Notary Public, State of Florida

at Large

Commission #CC149275

Expiration Date: 10/2/95