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NEW FILINGS	AMENDMENTS		
Profit	Amendment		
NonProfit	Resignation of R.A., Office	r/Director	
Limited Liability	Change of Registered Agent		
Domestication	Dissolution/Withdrawal		
Other	Merger		
OTHER FILINGS	REGISTRATION/ QUALIFICATION		
Annual Report	Foreign		
Fictitious Name	Limited Partnership		
Name Reservation			
	Reinstatement		
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ARTICLES OF INCORPORATION

OF

STIRLING COOKE INSURANCE SERVICES INC.

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE FIRST--NAME OF CORPORATION

The name of the corporation is Stirling Cooke Insurance Services Inc. The principal office of the corporation is located at 6101 34th Street West, #20A, Bradenton, Florida 34210.

ARTICLE SECOND-DURATION

The duration of the corporation is perpetual, unless sooner dissolved by the officers or shareholders as provided for by the laws of Florida.

ARTICLE THIRD--PURPOSE

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE FOURTH-STOCK

The corporation is authorized to issue One Thousand (1,000) shares of stock with a par value of One U.S. Dollar (\$1.00). Such stock shall be of a single class.

ARTICLE FIFTH--REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation is:

1201 Hays Street Tallahassee, Florida 32301

The registered agent is Corporation Service Company.

ARTICLE SIXTH-DIRECTORS

The names and addresses of the initial board of directors of the corporation are as follows:

Allan G. Cooper 14 Wilmington Avenue London W4 3HA United Kingdom Jack F. Arnold 6101 34th Street West, #20A Bradenton, Florida 34210

Douglas W. Simpson 930 Bird Bay Way Venice, Florida 34292

ARTICLE SEVENTH-INCORPORATOR

The name and address of the incorporator is:

Kevin G. Fitzgerald, Esq. 215 South Monroe Street, Suite 450 Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles of Incorporation on June 2, 1995.

Kevin G. Fitzgerald, Esq.

Incorporator

ACKNOWLEDGEMENT

STATE OF FLORIDA COUNTY OF LEON

Before me, the undersigned officer, personally appeared the above signed Incorporator, for the purpose of lawfully executing these Articles of Incorporation.

Notary Public

My Commission Expires:



ACCEPTANCE BY THE REGISTERED AGENT

We, Corporation Service Company, hereby accept appointment as registered agent for the corporation, and acknowledge our acceptance with the signature of our authorized representative on June 2, 1995.

Authorized Representative for

Registered Agent

SAIL SHELBY

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June 20, 1995

VIA HAND DELIVERY

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

RE: STIRLING COOKE INSURANCE SERVICES INC.

Document # P95000013006

Dear Sir/Madam:

This is to notify you that the corporate office address of Stirling Cooke Insurance Services Inc., has been changed from 6101 34th Street, #20A, Bradenton, Florida 34210. The new address is 2801 Fruitville Road, Suite 250, Sarasota, Florida 34237.

Thank you for your assistance in this matter. If you have any questions or need additional information, please call me.

Very truly yours,

Kevin G. Fitzgerald

3026 Requestor's Name . ('alhour St Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): iv line Cooke (Corporation Name) (Document #) (Corporation Name) (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time 3:30 Certified Copy Photocopy Certificate of Status Mail out Will wait NEWFILINGS AMENDMENTS Profit Amendment **NonProfit** Resignation of R.A., Officer/ Director/ Change of Registered Agent **Limited Liability** Dissolution/Withdrawal **Domestication** Other Merger OTHER FILINGS QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement **Trademark** Other Examiner's Initials CR2E031(1/95)

Fiorida Department of State, Sandra B. Morthem, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1608, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered egent, or both, in the State of Floride. 1a. The name of the corporation is: Stirling Cooke Insurance Services, Inc. 1b. The mailing address of the corporation is: 2801 Fruitville Road, Suite 250 \$4237 Sarasota, Florida 34230-6228 To. Date of Incorporation: June 2, 1995 Document number: P95000043026 2. The name and address of the current registered agent and office: Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 3. The name and address of the new registered agent and office:(P.O. Box Not Acceptables F&L Corp. Greenleaf Building, 200 Laura Street Jacksonville, Florida 32202-3527 The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical. Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board. (Signature of an officer, chairman or vice chairman of the board) Jack F. Arnold, President (Printed or typed name and title) Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. FAL CORP. By Charles V. Dedil (Data) (Signeture of Registered Agent) Authorized signatory If signing on behalf on an entity: Charles V. Hedrick for FYL COLP. (Capacity) (Typed or Printed Nema)

CKZE045(11/94)

FILING FEE: #35.00