

P95000052576

SMITH, MACKINNON, HARRIS, GREELEY
BOWDOIN & EDWARDS, P.A.

ATTORNEYS AT LAW

JOHN P. GREELEY

PHONE (904) 225-2254
FACSIMILE (904) 225-2255
TELEPHONE (904) 225-2256
TELEPHONE (904) 225-2257

2000 N. ORANGE AVENUE
FIRESTONE TOWER
SUITE 1000
TALLAHASSEE, FLORIDA 32310

June 28, 1995

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

Re: Community Insurance Corporation

Dear Sir/Madam:

Please find enclosed the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation submitted for filing;
2. A check in the amount of \$122.50 (\$35.00 for filing fee; \$52.50 for one certified copy of the Articles of Incorporation; and \$35.00 for Certificate Designating Registered Agent); and
3. A photocopy of the executed Articles of Incorporation.

Kindly file the enclosed documents as soon as possible and return to us a certified copy of the Articles of Incorporation. A prepaid self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,

John P. Greeley

1000011529241
-07/03/95--01046--005
****122.50 ****122.50

JPG/msj
Enclosures
cc: William R. White, Jr.

5/20/95
THURSDAY

ARTICLES OF INCORPORATION
OF
COMMUNITY INSURANCE CORPORATION

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Community Insurance Corporation.

ARTICLE II

Commencement of Corporate Existence

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purpose and General Powers

The general purpose of this Corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Act. This Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value

The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000 shares of common stock having a par value of \$0.01 per share, which shall be designated "Common Stock."

B. Voting Rights

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. No Preemptive Rights

No holder of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at the City of Nokomis, County of Sarasota and State of Florida, and its address there shall be, at present, 915 Tamiami Trail South, Suite Z, Nokomis, Florida 34275, and the initial registered agent of the Corporation at that address shall be William R. White, Jr. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 915 Tamiami Trail South, Suite Z, Nokomis, Florida 34275.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of three directors. The name and street address of the directors of this Corporation are:

William R. White, Jr.
915 Tamiami Trail South
Suite Z
Nokomis, Florida 34275

James S. Luck
915 Tamiami Trail South
Suite Z
Nokomis, Florida 34275

William R. White, III
915 Tamiami Trail South
Suite Z
Nokomis, Florida 34275

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

ARTICLE VII

Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator are:

William R. White, Jr.
915 Tamiami Trail South
Suite Z
Nokomis, Florida 34275

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

Amendment

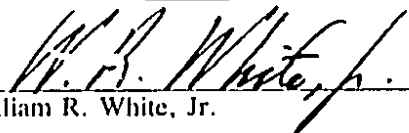
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 21st day of June, 1995.



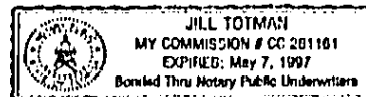
William R. White, Jr.

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 21st day of June, 1995, by William R. White, Jr., who is personally known to me and who did not take an oath.


(Jill Totman)

Print Name Below Signature
Notary Public, State of Florida
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Community Insurance Corporation (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated William R. White, Jr. as its Registered Agent to accept service of process within the State of Florida with its registered office located at 915 Tamiami Trail South, Suite Z, Nokomis, Florida 34275.

ACKNOWLEDGEMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 21st day of June, 1995.



William R. White, Registered Agent

P95000052576

Community Insurance Corporation
Nokomis Professional Building
9551 Nokomis Trail S. Suite 200
Nokomis, FL 34275

(941) 484-6120
FAX (941) 484-8153

August 1, 1995

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

700001552837
-08/03/95--01052--012
*****07.50 *****07.50

Re: Community Insurance Corporation

Dear Sir/Madam:

Please find enclosed the following documents relating to the above referenced corporation:

1. Original Articles of Amendment to Articles of Incorporation submitted for filing;
2. A check in the amount of \$87.50 (\$35.00 for filing fee; \$52.50 for one certified copy of the Articles of Incorporation); and
3. A photocopy of the executed Articles of Amendment to Article of Incorporation.

Kindly file the enclosed documents as soon as possible and return to us a certified copy of the Articles of Incorporation. A prepaid, self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,

W. R. White, Jr.
William R. White, Jr.

WRW/
Enclosures

FILED
95 AUG -2 AM 10:41
TALLAHASSEE, FLORIDA

NOV 8-2-95
WRW
P95000052576

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COMMUNITY INSURANCE CORPORATION

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of
COMMUNITY INSURANCE CORPORATION are hereby amended as follows:

FIRST: Article I of the Articles of Incorporation is hereby amended by deleting the
text of such provision in its entirety and substituting the following provision in lieu thereof:

ARTICLE I

The name of the Corporation is Community Financial Centers, Inc.

SECOND: The foregoing amendment was adopted by the holders of all the
outstanding shares of common stock, being the sole voting group entitled to vote on the
amendment, on July 31, 1995 and the number of votes cast for the amendment was sufficient for
approval by the holders of common stock.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to
be executed and attested to by its duly authorized officer as of this 31st day of July, 1995.

COMMUNITY INSURANCE CORPORATION

By:

William R. White, Jr.
William R. White, Jr.
President

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 31st day of July, 1995, by
WILLIAM R. WHITE, JR., President of COMMUNITY INSURANCE CORPORATION a
Florida corporation, on behalf of the corporation. He is personally known to me and did not take
an oath.

Jill Totman
Notary Public, State of Florida
My Commission Expires:

