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CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 646713 86901E

AUTHORIZATION :

COST LIMIT : \$ 70.00

Katricia Pignotti

ORDER DATE : July 24, 1995

ORDER TIME : 9:30 AM

ORDER NO. : 646713

CUSTOMER NO: 86901E

CUSTOMER: Ms. Caroline Greiber
PRENTICE HALL LEGAL &
FINANCIAL SERVICES
Suite 302
11 South 12th Street
Richmond, VA 23219

DOMESTIC FILING

NAME: WATER STREET INSURANCE AGENCY,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: *mm* 24 1995 BSR

1000001548861

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95 JUL 24 11:10:42

ARTICLES OF INCORPORATION
OF
WATER STREET INSURANCE AGENCY, INC

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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Water Street Insurance Agency, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 225 Water Street, Jacksonville, Florida 32218.

The mailing address, wherever located, of the corporation is 225 Water Street, Jacksonville, Florida 32218.

THIRD: The number of shares that the corporation is authorized to issue to 100,000, all of which are of a par value of \$10.00 each and are of the same class and are Common Shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation system, Inc. 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

<u>Name</u>	<u>Address</u>
Robert L. Andersen	301 South College Street Charlotte, North Carolina 28288-0630

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or

exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation, and any and all of such shares, bonds, securities, or obligations of the corporation, whether or not hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To engage in an insurance agency business.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Robert L. Andersen

Robert L. Andersen, Incorporator

I having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Marcia A. Hauner, Pres. Secy.
Name: Marcia A. Hauner
Title: Asst. Secy.

Date: 7-24-95

FILED
JUL 27 1995
10:10:12