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August 10, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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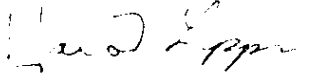
Re: HomeGuard Insurance Agency, Inc.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the articles of incorporation and a check in the amount of \$131.25. This check will cover a filing fee, certified copy and certificate.

Thank you for your assistance with this matter.

Very truly yours,



Harold S. Lippes

HSL/ccv
Enclosure

21003.1

B. REGISTER AUG 23 1995

FILED
95 AUG 21 AM 8:42
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

HomeGuard Insurance Agency, Inc.

FILED
95 AUG 21 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the corporation is HomeGuard Insurance Agency, Inc.

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed by the Secretary of State.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business including, but not limited to, the sale of Homeowner's insurance.

Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article V

Initial Registered Office and Agent

The street address of the registered office of this corporation is 6621 Southpoint Drive, North, Suite 150, Jacksonville, Florida 32216 and the name of the registered agent of this corporation at that address is Gerald S. Sarvadi. The principal address and registered office address are the same.

Article VI

Directors

(a) Number. This corporation shall have three director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Gerald S. Sarvadi President	6621 Southpoint Drive, N. #150 Jacksonville, Florida 32216
Larry D. Monroe Exec. Vice President	6621 Southpoint Drive, N. #150 Jacksonville, Florida 32216
Vicki Bosket Secretary/Treasurer	6621 Southpoint Drive, N. #150 Jacksonville, Florida 32216

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

The name and street address of the incorporator of this corporation are:

Gerald S. Sarvadi
6621 Southpoint Drive, North, Suite 150
Jacksonville, Florida 32216

Article IX

Amendment

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

IN WITNESS WHEREOF, the incorporator has executed these Articles this 15 day of August, 1995.

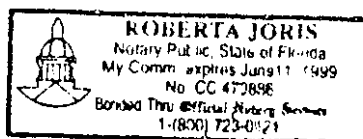
Gerald S. Sarvadi

Gerald S. Sarvadi

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 15 day of August, 1995, by Gerald S. Sarvadi

Notary Public, State of Florida
at Large
My Commission expires: _____



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

HomeGuard Insurance Agency, Inc.

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

HomeGuard Insurance Agency, Inc., (a corporation), desiring to
organize or qualify under the laws of the State of Florida with its
registered office, as indicated in the Articles of Incorporation,
has designated the following registered agent and registered office
to accept service of process within Florida:

Gerald S. Sarvadi
6621 Southpoint Drive, North, Suite 150
Jacksonville, Florida 32216

Gerald S. Sarvadi
Gerald S. Sarvadi

Dated: August 15, 1995.

Acknowledgment

Having been named to accept service of process for the
above stated Corporation, at the place designated in this Certifi-
cate, 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.

Gerald S. Sarvadi
Gerald S. Sarvadi