

P96000004700

Toni Worley
14000 Military Trail, Suite 103
Delray Beach, FL 33484
(407) 495-1400

December 27, 1995

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

600001674766
-01/02/96--01027--005
*****70.00 *****70.00

Re: Articles of Incorporation
C & S Insurance Agency of Florida, Inc.

Gentlemen:

I enclose two copies of the Articles of Incorporation for C & S Insurance Agency of Florida, Inc.
and a money order in the amount of \$ 70.00, which amount was computed as follows:

Filing Fee.....	\$ 35.00
Prepayment of Resident Agent certificate	\$ 35.00
Total	\$ 70.00

If you have any questions with regard to these documents, please call the undersigned "collect".

Please send the Articles of Incorporation to the address listed above, 14000 Military Trail, Suite 103, Delray Beach, FL 33484.

Very truly yours,

Toni Worley

Enclosures

1/16
WFLB-342



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 5, 1990

TONI WORLEY
14000 MILITARY TRAIL, STE. 103
DELRAY BEACH, FL. 33484

SUBJECT: C & S INSURANCE AGENCY OF FLORIDA, INC.
Ref. Number: W96000000342

We have received your document for C & S INSURANCE AGENCY OF FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 896A00000594

ARTICLES OF INCORPORATION
OF
C & S Insurance Agency of Palm Beach County, Inc.
a Florida Corporation

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
CORPORATE NAME AND PRINCIPAL OFFICE

The name and principal office of this Corporation shall be:
C & S Insurance Agency of Palm Beach County, Inc.
14000 Military Trail, Suite 103
Delray Beach, FL 33484

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Palm Beach County.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time the maximum number of shares of stock having a par value of \$.01 per share separated into the following classes:

- 1) 500 Class A common shares which shall be non-voting and which shall otherwise have the same rights as the Class B shares;
- 2) 500 Class B common shares which shall be entitled to vote on all matters, each share having one (1) vote.

ARTICLE IV
PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V
EXISTENCE

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE VI
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Palm Beach County are:

INITIAL REGISTERED AGENT:	Toni Worley
INITIAL REGISTERED OFFICE:	14000 Military Trail, Suite 103 Delray Beach, FL 33484

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


Registered Agent

ARTICLE VII INITIAL DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

ARTICLE VIII INITIAL DIRECTORS

The name and address of the member of the initial Board of Directors is:

Toni Worley
14000 Military Trail, Suite 103
Delray Beach, FL 33484

ARTICLE IX CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE X INCORPORATOR

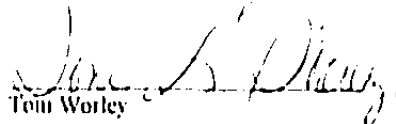
The name and address of the Incorporator executing these Articles of Incorporation is:

Toni Worley
14000 Military Trail, Suite 103
Delray Beach, FL 33484

ARTICLE XI AMENDMENT OF ARTICLES

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.

IN WITNESS WHEREOF, I, the Incorporator have executed these Articles of Incorporation this
27th day of December, 1995


Toni Worley

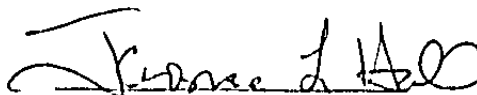
STATE OF FLORIDA

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) ss
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COUNTY OF Palm Beach

BEFORE ME, the undersigned authority, an officer duly qualified to administer oaths and take acknowledgements in the State and County aforesaid, personally appeared Toni Worley, to me known to be the Incorporator described in and who executed the foregoing Articles of Incorporation, and she duly acknowledged to me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in Delray Beach, Palm Beach County, Florida this 27th day of December, 1995.


Notary Public, State of Florida at Large

