

P 96000004718

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ROBERT C. PAINEN, III
ROBERT D. POPE
W. WILLIAM ROLAND
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JENNICA E. VARN
MARY LILLY WAKEMAN
PATRICK E. WRAVEN

OF COUNSEL
ROBERT D. MAGIE
GOVERNMENTAL CONSULTANT
DARY A. DUTTO
(NOT AN ATTORNEY)

January 16, 1996

VIA HAND DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Northwest Premium Finance Services, Inc.

Dear Sir or Madam:

Enclosed for filing are an original and one (1) copy of the Articles of Incorporation of the above referenced company, and a check for \$122.50 (includes filing fee of \$35.00, certified copy fee of \$52.50 and designation of and acceptance by registered agent filing fee of \$35.00). Please provide us with a certified copy of the Articles of Incorporation.

Sincerely,
Clyde W. Galloway, Jr.
Clyde W. Galloway, Jr.

/vrm
Enclosures

600001689996
-01/17/96--01001--004
****122.50 ****122.50

600001689996
-01/17/96--01001--007
****105.00 ****105.00

FILED
96 JAN 16 PM 4:04 RECEIVED
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
96 JAN 16 PM 3:39

ARTICLES OF INCORPORATION
OF
NORTHWEST PREMIUM FINANCE SERVICES, INC.

FILED
96 JAN 16 PM 4:04
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Northwest Premium Finance Services, Inc.

The address of the principal office of this corporation shall be 101 North Monroe Street, Suite 900, Tallahassee, FL 32302-0229, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 35,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 101 North Monroe Street, Suite 900, Tallahassee, Florida 32301, and the name of the initial registered

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

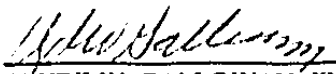
Martin W. Joseph, 1000 Island Boulevard, Apartment 1003, Williams Island, FL 33160, Director.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Clyde W. Galloway, Jr.
101 North Monroe Street
Suite 200
Tallahassee, FL 32301

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 16th
day of January, 1996.


CLYDE W. GALLOWAY, JR.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Clyde W. Galloway, Jr. having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent

in and above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Clyde W. Galloway, Jr.
CLYDE W. GALLOWAY, JR.

FILED
96 JAN 16 PM 4:04
TALLAHASSEE, FLORIDA

P96000004718

MC CONNAUGH HAY, ROLAND, MAIDA & CHERR, P. A.

MONROE PARK TOWER • SUITE 900
101 NORTH MONROE STREET
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TALLAHASSEE, FLORIDA 32302-0920
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B. LOUIE STEIN
NAMA M. STEIN
K. KENNETH STORER
JENNIFER ENGEL VARRA
MARY LALLEY WAREHAM
PATRICK K. WEAVER
ROBERT D. MADIX
GOVERNMENT COMPLIANT
DARY L. OUZZO
(NOT AN ATTORNEY)

Ginger - 222-8121

July 12, 1996

VIA HAND DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Amend

000001893040
-07/15/96--01005--916
*****87.50 *****87.50

Re: Northwest Premium Finance Services, Inc.

Dear Sir or Madam:

Enclosed for filing are an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation of the above-referenced company, and a check for \$87.50 (includes filing fee of \$35.00 and certified copy fee of \$52.50). Please provide us with a certified copy of the Articles of Amendment.

Sincerely,

Billy
Clyde W. Galloway, Jr.

Date	7/15/96
By	<i>[Signature]</i>
For	<i>[Signature]</i>
Enclosures	<i>[Signature]</i>

/vrm
Enclosures

316 SOUTH DAYLEN STREET, SUITE 800
P. O. BOX 13570
PENSACOLA, FLORIDA 32501-0570
TELEPHONE: 904-434-7122
TELECOPIER: 904-435-0024

825 JENKS AVENUE
P. O. BOX 2551
PANAMA CITY, FLORIDA 32402
TELEPHONE: 904-764-2599
TELECOPIER: 904-769-5101

8381 DIX ELLIS TRAIL
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JACKSONVILLE, FLORIDA 32256
TELEPHONE: 904-363-1930
TELECOPIER: 904-363-1910

1000 SECOND STREET
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SAFASOTA, FLORIDA 34836
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TELECOPIER: 941-955-0244

RECEIVED
JUL 15 1996 3:30 PM
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
00960201

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

NORTHWEST PREMIUM FINANCE SERVICES, INC.

FILED
96 JUL 15 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Northwest Premium Finance Services, Inc., hereby adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is Northwest Premium Finance Services, Inc.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted on June 20, 1996:

Article IV is amended to read:

REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 101 North Monroe Street, Suite 900, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Clyde W. Galloway, Jr.

ARTICLE THREE

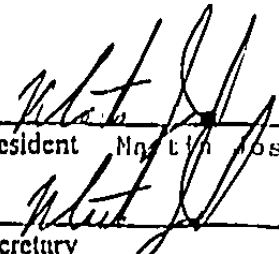
The remainder of the Articles of Incorporation shall remain unchanged.

ARTICLE FOUR

The effective date of the Amendment to the Articles of Incorporation shall be July 1, 1996.

NORTHWEST PREMIUM FINANCE COMPANY, INC.

By:



President Martin Joseph



Secretary