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March 11, 1996

VIA FEDERAL EXPRESS

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

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-03/12/96--01113--008
*****122.50 *****122.50

Re: Articles of Isakson Group Products, Inc.

Dear Sir or Madam:

I enclose herewith an original and one copy of Articles of Incorporation for the above-referenced corporation, along with our firm check in the amount of \$122.50 made payable to the Secretary of State which covers the following items: (a) \$35.00 for filing fee; (b) \$52.50 for one certified copy and (c) \$35.00 for Registered Agent Designation.

Please note that the Articles of Incorporation call for corporate existence to commence the date these Articles are filed with the office of the Secretary of State.

Please call if you have any questions or need additional information.

Sincerely,

Maureen Arago

Maureen A. Arago

MAA/

Enclosures

Dmc
3-18-96

FILED
96 MAR 12 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ISAKSON GROUP PRODUCTS, INC.

FILED

96 MAR 12 AM 9:16

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be:

ISAKSON GROUP PRODUCTS, INC.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of marketing insurance products.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of One Dollar (\$1.00) per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall determine the value of any real or personal

property, services or right acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its certificate of incorporation.

ARTICLE IV - DURATION

The effective date upon which this corporation shall come into existence shall be the date these Articles are filed with the office of the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL PLACE OF BUSINESS

The street address of the initial registered office of this corporation shall be:

1411 Edgewater Drive, Suite 201, Orlando, Florida 32804

The name of the initial registered agent of this corporation at that address shall be:

GARY ISAKSON

The street address of the principal place of business is 1411 Edgewater Drive, Suite 201, Orlando, Florida 32804.

ARTICLE VI- BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be one.

B. The number of directors may be increased or diminished from time to time by the board of directors or the shareholders in accordance with the by-laws of this corporation.

C. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

D. In case one or more vacancies shall occur in the board of directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be

filled by the remaining directors until the shareholders have acted to fill the vacancy.

E. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

F. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the initial member of the board of directors, to hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified is:

Name

Street Address

Gary Isakson

1411 Edgewater Drive, Suite 201
Orlando, FL 32804

ARTICLE IX - OFFICERS

The officers, qualifications and duties of such officers shall be as outlined in the Bylaws. The original officers will be as follows:

President
Secretary
Treasurer

Gary Isakson
1411 Edgewater Drive Suite 201
Orlando, FL 32804

ARTICLE VIII - INCORPORATORS TO ARTICLES

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

Name

Street Address

Gary Isakson

1411 Edgewater Drive Suite 201
Orlando, FL 32804

ARTICLE IX - SHAREHOLDERS

No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or

any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any by-laws not adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any by-laws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this _____ day of March, 1996.



GARY ISAKSON

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this _____ day of March, 1996, by GARY ISAKSON who personally appeared before me and who is personally known to me or has produced driver's license as identification.

NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of ISAKSON GROUP PRODUCTS, INC.



GARY ISAKSON