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MARCUS Insurance Advisers Inc.
4051 S. U. S. HWY 17-92
CASSELBERRY, FL 32707

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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Gentlemen:

With respect to the formation of a new Florida corporation, MARCUS Insurance
Advisors Inc., we submit the following:

1. Our check for \$122.50 to cover filing fees, etc.
2. Two copies of the Articles of Incorporation.
3. Certificate Designating Place of Business or Domicile For
The Service of Process Within Florida, Naming Agent Upon,
Whom Process May Be Served.

We would greatly appreciate your prompt action as numerous licenses,
applications, etc. require a certified copy of the Articles of Incorporation
and the assigned Florida Charter number.

Please advise if you need any additional information.

Very truly yours,



President

Enclosures

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF

Marcus Insurance Advisors Inc.

ARTICLE I

NAME

The name of this Corporation is Marcus Insurance Advisors, Inc.

Principal Place of Business: 4051 S. US HWY. 17-92 Casselberry, FL 32707

ARTICLE II

DURATION

This Corporation shall exist perpetually, commencing upon filing with Secretary of State.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4051 S. US Hwy. 17-92 Casselberry FL 32707 and the name of the initial registered agent of this Corporation at that address is Mark A. Vickery.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
<u>Mark Vickery</u>	<u>4051 S. US Hwy. 17-92 Casselberry, FL 327</u>
<u>Michele Vickery</u>	<u>4051 S. US hwy. 17-92 Casselberry, FL 32707</u>

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DIVISION OF CORPORATIONS
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ARTICLE VII

INCORPORATION

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
<u>MARK VICKERY</u>	<u>4051 S. U.S. Hwy 17-92</u> <u>CASSEBERRY, FL 32707</u>

ARTICLE VIII

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI

AMENDMENT

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, the undersigned has executed these Articles of Incorporation this 13TH day of MARCH, 1996.

[Signature]
Mark A. Vickery
Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 13TH day of MARCH, 1996



OFFICIAL SEAL
TRACEY S. KILPATRICK
My Commission Expires
Sept. 8, 1996
Comm. No. CC 226438

[Signature]
Notary Public - State of Florida

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

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

Name of Corporation: MARBUS INSURANCE ADVISORS INC.

Registered Office Address: 4087 S. U.S. Hwy 17-92
CASIELEBARA, FL 32707

Registered Agent: MARK VICKERY

The above Corporation at its listed registered office address hereby names individual listed above as its agent to accept service of process within the State of Florida.

Dated: 3/13/96

Mark Vickery
Incorporator

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ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Mark Vickery
Registered Agent