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CYNTHIA L. COX, P.A.

Attorneys At Law

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March 21, 1996

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Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

4-1-96

Re: McCarthy Investment/Insurance Services, Inc.

Gentlemen:

Enclosed is the signed original and one copy of the Articles of Incorporation of the above corporation. I have also enclosed a check in the amount of \$70.00 for the filing and registered agent fees of the corporation. Please return the copy to us for our files. PLEASE NOTE THAT "CORPORATE EXISTENCE SHALL TAKE EFFECT APRIL 1, 1996."

Thank you for your assistance. If you have any questions, please do not hesitate calling.

Sincerely,

CYNTHIA L. COX

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Enclosures

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TALLAHASSEE, FLORIDA

A. CHESLER APR 10 1996

4-1-96
ARTICLES OF INCORPORATION

OF

MCCARTHY INVESTMENT/INSURANCE SERVICES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is **MCCARTHY INVESTMENT/INSURANCE SERVICES, INC.**

Article 2. Principal Office. The principal place of business and mailing address shall be 5070 North A-1-A, Suite 3, Vero Beach, FL 32963.

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 6. Initial Registered Office and Agent. The name and address of the initial Registered Agent and Office of this Corporation is as follows:

CYNTHIA L. COX, Esquire
1432 - 21st Street, Suite A
Vero Beach, FL 32960

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is 1. The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

PAUL F. MCCARTHY, III
5070 N. A-1-A, Suite E
Vero Beach, FL 32963

Article 8. Incorporators. The name and address of each Incorporator is as follows:

PAUL F. MCCARTHY, III
5070 N. A-1-A, Suite E
Vero Beach, FL 32963

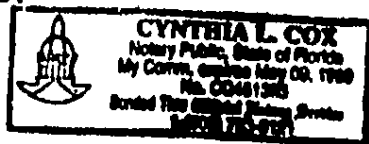
Article 9. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

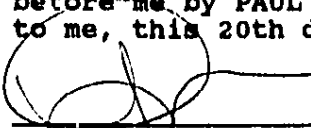
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 20th day of March, 1996.


Incorporator

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

SWORN TO AND SUBSCRIBED before me by PAUL F. MCCARTHY, III, who is personally known to me, this 20th day of March, 1996.




Name: Cynthia L. Cox
Notary Public, Florida
My Commission Expires: 5/9/99
Commission No. CC461393

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of MCCARTHY INVESTMENT/INSURANCE SERVICES, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 20th day of March, 1996.


Registered Agent

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ALLEN COUNTY, FLORIDA