

P96000036537

April 14, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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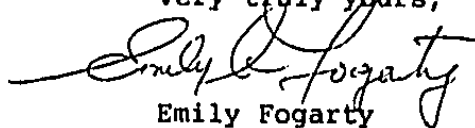
Dear Sir or Madam:

Please find enclosed an original Articles of Incorporation to be filed and given a charter number along with a copy for date and time stamp and return.

Also enclosed is our check in the amount of \$70.00 to cover the costs of filing.

If you should have any questions or need anything further, please do not hesitate to contact our office. Thank you for your cooperation with regard to this matter.

Very truly yours,


Emily Fogarty

FILED
96 APR 23 PM 1:11
DEPT/RY OF STATE
TALLAHASSEE, FLORIDA

OC
4-20-96

ARTICLES OF INCORPORATION

OF

A ABACUS INSURANCE ASSOCIATES, INC.

FILED
96 APR 23 PM 1:11
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is A ABACUS INSURANCE ASSOCIATES, INCORPORATED.

ARTICLE II. NATURE OF CORPORATE BUSINESS

The corporation is principally engaged in any activity or business permitted under the laws of the United States of America and under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is ONE THOUSAND TWO HUNDRED (1,200) shares of common stock, each share having a par value of One Cent (\$.01).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IIII. PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any additional stock after the first offering, by the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof, at the price at

which it is offered to others, which price may be in excess of par value and determined by the Board of Directors at any regular or special meeting.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The initial street address of the principal office of this corporation is 1308 NW Federal Highway, Stuart, FL 34994.

ARTICLE VII. DIRECTORS

The corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS

The names and street addresses of the Board of Directors who shall hold office until their successors are elected and have qualified are:

EMILY FOGARTY

2282 NE Pelican Terrace
Jensen Beach, FL 34957

GEORGETTE WHITE

1510 Coronado Avenue
Fort Pierce, Florida 34982

JOSEPH MADDEN

2771 NE Oakland Park Blvd.
Fort Lauderdale, FL 33306

ARTICLE VIII. SUBSCRIBERS AND INCORPORATORS

The name and street address of the Subscribers and Incorporators executing these Articles of Incorporation are:

EMILY FOGARTY

2282 NE PELICAN TERRACE
JEANSEN BCH, FL 34957

GEORGETTE WHITE

1510 Coronado Avenue
Fort Pierce, Florida 34982

JOSEPH MADDEN

2771 NE Oakland Park Blvd.
FF. Lauderdale, FL 33306

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the Stockholders, and approved at the Stockholders' meeting by a 3/4 vote of Shareholders.

ARTICLE XI. ALIENATION OF SHARES

A. Any shareholder who desires to sell, assign, or in any way alienate his or her share or shares, EXCEPTING ownership passing through testate or intestate succession, or disbursement from a trust, of the corporation must give first option of purchase to the corporation the price of which shall be the same as any bona-fide offer made by any person whomsoever, said option, if it is to be exercised at all, must be rejected or exercised by the corporation within forty-five (45) days of notification, in writing, by the shareholder of his or her desire to alienate the share(s).


B. If corporation has not rejected nor accepted the option within the 45 day period, then the other shareholders shall then have the right to likewise exercise a 45 day option to purchase the shares, using the same formula for price as is set forth immediately above.

C. If the corporation nor the other shareholders exercise their option within the proper time frame, the shareholder desiring to alienate his or her shares may do so freely, at any price or for any consideration the shareholder seeking to alienate the shares may be able to obtain.

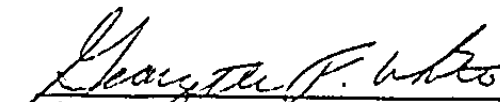
ARTICLE XII. REGISTERED AGENT AND OFFICE

The Registered Agent designated for this corporation is PORTIA B. SCOTT, 216 Martin Avenue, Stuart, Florida 34994.

IN WITNESS WHEREOF, We, the undersigned, have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 1st day of APRIL, 1996.



Signature
Emily Fogarty



Signature
Georgette White



Signature
Joseph Madden

STATE OF FLORIDA

COUNTY OF MARTIN

1st The foregoing instrument was acknowledged before me this 1st day of April, 1996, by EMILY FOGARTY, () who is personally known to me or (✓) who has produced Driver's License as identification, and who () did (✓) did not take an oath.



DEBORAH D. HAAS
My Commission CC443186
Expires Apr. 14, 1999
Bonded by NFNU
800-224-0368

Deborah D. Haas
Notary Public

STATE OF FLORIDA

COUNTY OF MARTIN

1st The foregoing instrument was acknowledged before me this 1st day of April, 1996, by GEORGETTE WHITE, () who is personally known to me or (✓) who has produced Driver's License as identification, and who () did () did not take an oath.

Amanda D. Roe
Notary Public
OFFICIAL SEAL
Amanda D. Roe
My Commission Expires 3/14/97
Commission #CC 265969

STATE OF FLORIDA

COUNTY OF MARTIN

3rd The foregoing instrument was acknowledged before me this 3rd day of April, 1996, by JOSEPH MADDEN, () who is personally known to me or (X) who has produced FL Driver's License as identification, and who () did (X) did not take an oath.

Amanda D. Roe
Notary Public



OFFICIAL SEAL
Amanda D. Roe
My Commission Expires 3/14/97
Commission #CC 265969

ACCEPTANCE

I hereby accept the foregoing designation of Registered
Agent of A ABACUS INSURANCE ASSOCIATES, INC.

DATED this 24th day of March 1996.

Portia B. Scott
PORTIA B. SCOTT
Registered Agent

FILED
96 APR 23 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA