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FILED
26 APR 26 PM 2:44
TALLAHASSEE, FLORIDA

April 25, 1996

RECEIVED
TALLAHASSEE, FLORIDA
APR 26 1996

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32314

EFFECTIVE DATE
4-25-96

Re: ALL FINANCIAL & INSURANCE CORPORATION

Dear Sir:

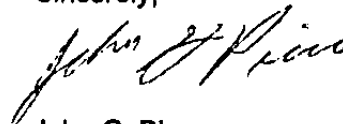
Enclosed please find an original and one copy of the Articles of Incorporation in the above-captioned matter for filing with your division. Please return one certified copy of the Articles to me for my file.

Also enclosed is a check in the amount of \$122.50 for the following costs:

Filing Fees	\$ 35.00
Certified Copy	\$ 52.50
Designation of Registered Agent	<u>\$ 35.00</u>
	\$122.50

Thank you for your cooperation in this matter.

Sincerely,


John G. Pierce

JGP:lj
Enclosure

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ARTICLES OF INCORPORATION
OF
ALL FINANCIAL & INSURANCE CORPORATION

Article I - Name

The name of this corporation is ALL FINANCIAL & INSURANCE CORPORATION.

Article II - Duration

This corporation shall exist perpetually commencing on the date of execution of these Articles, if they shall be filed with the Department of State within five days after execution, and if not, commencing on the date of such filing.

Article III - Purpose

This corporation is organized:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.
2. To engage in any activity or business permitted under the laws of the United States and of this State, as the same may be from time to time amended.

Article IV - Capital Stock

This corporation is authorized to issue 1000 shares of \$0.01 par value common stock, which shall be designated "Common Shares". No shareholder shall be entitled to preemptive rights.

Article V - Initial Registered Office and

Agent

The street address of the initial registered office of this corporation is 800 N. Ferncreek Avenue, Orlando, FL 32803, and the name of the registered agent of this corporation at that address is John G. Pierce. The principal place of business and the mailing address of this corporation is 9118 Mid Pines Court, Orlando, FL 32819.

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Thomas A. Kinst
9118 Mid Pines Court
Orlando, FL 32819

Article VII - Incorporator

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

Lauren T. Jackson
800 N. Ferncreek Avenue
Orlando, FL 32803

Article VIII-By-laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

Article IX - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article X - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

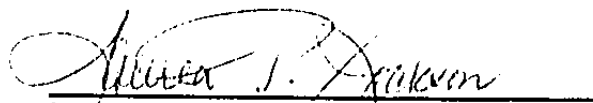
Article XI - Indemnification

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

Article XII - 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 as subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this April 25, 1996.



Lauren T. Jackson

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared LAUREN T. JACKSON, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation. *personally known*

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this April 25, 1996.



Notary Public - State of Florida

My commission expires:

JON H. GUTMACHER
Notary Public, State of Florida
My Comm. Expires Aug. 17, 1998
No. CC 970346
Bonded thru Official Notary Service

STATE OF FLORIDA

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be served and Names and Addressees of the Officers and Directors.

The following is submitted, in compliance with
Chapter 48.091, Florida Statutes

ALL FINANCIAL & INSURANCE CORPORATION, , a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 9118 Mid Pines Court, Orlando, FL 32819, has named John G. Pierce, located at 800 N. Ferncreek Avenue, Orlando, FL 32803, as its agent to accept service of process within this state.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


Registered Agent