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AUTHORIZATION : *Patricia Pyjets*

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FILED
MAY -6 AM 11:21
TALLAHASSEE, FLORIDA

ORDER DATE : May 6, 1996

ORDER TIME : 10:52 AM

ORDER NO. : 942822

CUSTOMER NO: 9575A

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CUSTOMER: C. Ted French, Esq.
DICKINSON & GIBBONS, P A

1750 Ringling Boulevard

Sarasota, FL 34236

DOMESTIC FILING

NAME: LORI SWINDELL INSURANCE
AGENCY, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

5/6/96
JB

ARTICLES OF INCORPORATION
OF
LORI SWINDELL INSURANCE AGENCY, INC.

FILED
95 MAY 5 AM 11:21
TALLAHASSEE, FLORIDA

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 and Address. The name and address of the Corporation is: Lori Swindell Insurance Agency, Inc., 1800 2nd Street, Suite 808-2, Sarasota, Florida 34236.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. 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 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 1800 2nd Street, Suite 808-2, Sarasota, Florida 34236 and the name of its initial Registered Agent at that address is Lori C. Swindell.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is three. 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:

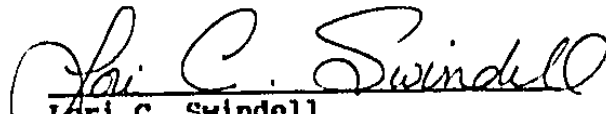
Lori C. Swindell - 1800 2nd Street, Suite 808-2,
Sarasota, Florida, 34236.
George B. Swindell - 1800 2nd Street, Suite 808-2,
Sarasota, Florida 34236.
Timothy L. Wahl - 1800 2nd Street, Suite 808-2,
Sarasota, Florida 34236.

Article 7, Incorporators. The name and address of each Incorporator is as follows:

Lori C. Swindoll - 1800 2nd Street, Suite 808-2,
Sarasota, Florida 34236.

Article 8, 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 signed these Articles of Incorporation on this 29 day of April, 1996.


Lori C. Swindoll
Incorporator

STATE OF FLORIDA)
 : SS.
COUNTY OF SARASOTA)

Before me personally appeared LORI C. SWINDELL to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed and she did not take an oath.

WITNESS my hand and official seal this 29 day of April, 1996.


Notary Public

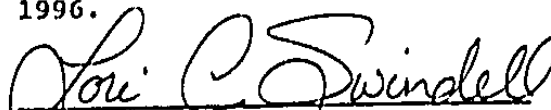


CAROL A. WALTERSDORF
My Commission OC430144
Expires Dec. 28 1998
Bonded by HAI
800-422-1886

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Lori Swindell Insurance Agency, Inc. which is contained in the foregoing Articles of Incorporation.

DATED this 29 day of April, 1996.



Lori C. Swindell
Registered Agent

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95 MAY -6 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA