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May 14, 1996

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C. ALLEN WATTS
LARRY D MARKH
KLVIN R CHOWLEY
HONOROM B HART
TERBERCE M. WHITE
HADDORE E, MACK
JANET E, MARTINE
REPRIETH M. ARTIN
GREGORY D. BYRELL
BOOTT W. CICHON
JOHN PAUL JOHES
HORDEN A. MERRELL III
DENNIE K. BATER
CANDLE A. FORTHMAN
MIQUEL A. GLIVELLA, JII
GARY L. BUTLER
LIBA J. LONG
HENCE K. FORTHMAN
MIQUEL A. GLIVELLA, JII
GARY L. BUTLER
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HENCE K. FEITH
WILLIAM H. HUGOLET III
STEVEN H. MALOND
DOUGLAS B. JELL
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PHILIP H. ELLIOTT, JR.
CABEY J. GLUCKMAN
PAUL H. UPCHURCH
BARBARA J. STAROS

MEDIATION COUNDEL C. WELBORN DANIEL POBERT P. MILLER MICHFELE J. GHOCOCK CANDACE W. WATSON JOHN B. NEELY, JR.

OOVERNMENTAL CONBULTANT

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ORLANDO SUNTRUST CENTER, STE. 1428 200 SOUTH ORANGE AVENUE ORLANDO, FLORIDA 32801 (407:843-3337 TELECOPIER (407:843-0583

MAITLAND 900 WINDERLLY PLACE, BTE. 122 MAITLAND, FLORIDA 327B1 MO71601-1123 TELECOPIER (407) 601-6743

PALM COAST FLORIDA PARK DRIVE SOUTH 801TE 350 PALM COART, FLORIDA 32137 1904) 446-2022 TELECOPIER 1904) 446-2654

TAMPA BAY IOO CARILLON PARKWAY, STE, 190 ST. PETERSOURD, FLORIDA 33716 1813 1856-0077 TELECOPIER 18131 856-0067

Secretary of State Certification Section Post Office Box 6327 Tallahassee, Florida 32314

> Re: Southern Family Insurance Managers, Inc.

Dear Sir/Madam:

enclosure

Enclosed is our firm check number 1751 in the amount of \$78.75. Please file the attached Articles of Incorporation for Southern Family Insurance Managers, Inc., and provide a Certificate of Status at your earliest convenience.

If you have any questions with regard to this request, please do not hesitate to call my office.

Very truly yours,

Michael W. Carlson

MWC:pm

, FLORID

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BIVISION OF CORPORATION

PE HA TI YAM 36 RECEIVED

TRANSMITTAL LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassac, FL 32314

SUBJECT: SOUTH	ERN FAMILY	INSURANCE MANAC	BERS, INC.	
(Pro	posed corporate r	namo - must includo sui	ffix)	
Enclosed is an original affor:	ind one (1) co	py of the articles o	f Incorporation a	and a check
Filing Fac	\$78.75 Filing Fee & Cordficate	\$122.50 Filing Fee & Certified Copy Additional Copy	\$131.25 Filing Fee, Certified Copy & Certificate / Required	
FROM:		Carlson, Esq. (printed or typed)		
131 North Gadsden Street				
		Address		
Tallahassee, FL 32301 City, State & Zip				
	Daytime	Telephone number		

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED

OF

96 MAY 14 PH 44 20

SOUTHERN FAMILY INSURANCE MANAGERS, INCALLARY OF STATE

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I:

NAME

The name of the corporation shall be Southern Family Insurance Managers, Inc.

ARTICLE II:

PRINCIPAL OFFICES

The principal offices of the corporation shall be: 1901 13th Street, Tampa, Florida, 33605.

ARTICLE III:

PURPOSE

The purpose for which the corporation is formed is to transact any or all lawful business under the Florida Business Corporation Act, including, but not limited to, providing insurance administration and managing general agent services.

ARTICLE IV:

AUTHORIZED SHARES

The number of shares of common stock that this corporation is authorized to have outstanding at any one time is 10,000, with a par value of \$1.00.

ARTICLE V:

REGISTERED AGENT

The initial registered agent is: James Wurdeman, and the address of the corporation's registered office is 1901 13th Street, Tampa, Florida, 33605.

ARTICLE VI:

BOARD OF DIRECTORS

The following individuals shall serve as the initial directors of the corporation:

- William Poe, Jr.206 Locust DriveBrandon, Florida 33511
- 2. Charles E. Poe 70 Ladoga Tampa, Florida 33606
- Keren Poe Foster
 525 Suwanee Circle
 Tampa, Florida 33606
- 4. Marilyn C. Lundskis 74 Columbia Drive Tampa, Florida 33606
- 5. Janice Mitchell 744 S. Davis Blvd. Tampa, Florida 33606

ARTICLE VII:

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: James Wurdeman, 1901 13th Street, Tampa, Florida, 33605.

ARTICLE VIII:

BY-LAWS

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

ARTICLE IX:

<u>AMENDMENTS</u>

The corporation reserves the right to amend, after, or repeal any provision in these Articles of Incorporation in the manner presetbed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the shareholders. Thereafter, every amendment shall be approved by the shareholders at a shareholders' meeting as provided in the by-laws.

The undersigned incorporator has executed these Articles of Incorporation this 100 day of May, 1996.

James E. Wurdeman

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

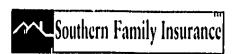
- 1. The name of the corporation is: Southern Family Insurance Managers, Inc.
- 2. The name and address of the registered agent and office is: James E. Wurdeman, 1901 13th Street, Tampa, Florida, 33605.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

James E. Wurdeman

Dated this 10th day of May, 1996.

FILED 96 III/ II II II II 22



511 W. Bay Street, Suite 400 Tampa, FL 33606-2700

(813) 259-4000 fax (813) 259-4085

<u>January 29, 1997</u>

DOCH130

P.O. Box 6327 Tallahassee, FL 32314

Re: Southern Family Insurance Managers, Inc.

Please make the following change of address to your records:

511 Bay Street, Suite #400 Tampa, FL 33606

Please send any and all future mailing to the above listed address.

Michelle T. Willis
(813) 259-4013