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

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Scoulets INC.

SUBJECT:	<u> </u>		KICHNCE WER		_	
	(Propose	d corporate r	name - must include sulf	ix)		
Enclosed is an	original and	one (1) co	py of the articles of		end a che	ock
for : \$70.0 Filing Fe	ie Fili	78.75 ing Fee erdficate	\$122.50 Filing Fee & Certified Copy Additional Copy	\$131.25 Filing Fee, Certified Copy & Certificate Required		
F	ROM:		peth A. Taylor printed or typed)  Grove PL	<u></u>	96 ! SECR TALL/	
			Address er wouter, fr y, State & Zip ) 530-056	34624 5	MAY 17 PH 2: 36 RETARY OF STATE AHASSEE, FLORIDA	
		Daytime	Telephone number	-		

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

FILED
96 HAY 17 PH 2: 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

#### **ARTICLES OF INCORPORATION**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopt the following Articles of Incorporation.

# ARTICLE I

The name of the corporation shall be: R & T Insurance Services, Inc.

# ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2134 Grove Place Clearwater, FL 34624

#### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000

# ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and addless of the initial registered agent is:
Elizabeth A. Taylor
2134 Grove Place
Clearwater, FL 34624

#### ARTICLE V INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Elizabeth A. Taylor 2134 Grove Place Clearwater, FL 34624

Janis L. Russell 4073 Wellington Parkway Palm Harbor, FL 34685

The undersigned incorporators have executed these Articles of Incorporation this 10th day of May, 1996.

Signature

Signature

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

FILED

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: R & T Insurance Services, inc.
- 2. The name and address of the registered agent and office is:

Elizabeth A. Taylor 2134 Grove Place Clearwater, Florida 34624

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.

# P96000042425

## E<sup>2</sup>Insurance

**Employer - Employee Insurance Inc** 

December 12, 1996

Department of State Division of Corporations Amendment Section P.O. Box 6327 Tallahassee, FL 32314

To whom it may concern:

Enclosed are amendments to the articles of incorporation for R & T Insurance Services, Inc. # P96000042425. These amendments include a name change, an address change and the registered agent change. Also enclosed is a Certificate of Designation of Registered agent / Registered Office and an action by incorporator statement. Please file these on our behalf.

A check for \$87.50 is enclosed for the following:

\$35.00 - Filing fee for articles of amendment \$52.50 - Certified copy of amendments \$87.50 - Check Total

Thank you for your help and you may forward the return correspondence to:

E<sup>2</sup>Insurance Robert Hudson 200 Executive Way Ponte Vedra Bch, FL 32082 904-273-3199

Sincerely.

Robert Hudson

CRETARY OF STATE LLAHASSEE, FLORIDA

#### ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

R & T Insurance Services

(PRESENT NAME)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE # I-NAME-AMENDED - The name of the corporation shall be changed to:

E<sup>2</sup> Insurance
Employer-Employee Insurance, Inc.

ARTICLE # II-PRINCIPLE OFFICE-AMENDED-The principle place of business and mailing address shall be changed to:

200 Executive Way
Ponte Vedra Beach, FL. 32082

ARTICLE IV-REGISTERED AGENT-AMENDED-The name and address of the registered agent shall be changed to:

Josiane Eubanks
200 Executive Way

Ponte Vedra Beach, FL. 32082

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

#### ACTION BY INCORPORATOR

The undersigned, Elizabeth A. Taylor and Janis L. Russell, being Incorporators of R & T Insurance Services Inc. (the "Corporation"), in accordance with governing law, do hereby take the following action:

The undersigned hereby elect the following persons to be directors of the corporation, to serve until the first annual meeting of stockholders or until their successors are elected and qualified: **Anthony Guerra**.

#### Josaine S Eubanks

The undersigned hereby waive all right, title and interest in and to any stock or property of the Corporation and any right in the management thereof arising out of or connected with performing duties as incorporator.

Dated: December 13, 1996

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

- 1. The name of the corporation is: E<sup>2</sup>Insurance Employer-Employee Insurance, Inc.
- 2. The name and address of the registered agent and office is:

Josiane S. Eubanks 200 Executive Way Ponte Vedra Beach, Florida 32082

Having been named as the 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 obligation of my position as registered agent.

Januare Signature

/**3**/96 Date

THIRD:	The date of each amendment's adoption: December 16, 1996					
FOURTI	: Adoption of Amendment(s) (CHECK ONE)					
C	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.					
, [	The amendment(s) was/were approved by the shareholders through voting groups.  The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):					
"The number of votes cast for the amendment(s) was/were sufficient						
	for approval by					
Œ	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.					
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.					
Signed this 16 day of 18684888 , 19 96.						
Signature	(By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by					
	(By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)					
OR						
(By a director if adopted by the directors)						
	OD					
OR (By an incorporator if adopted by the incorporators)						
	(= ) === ==== == == === == o) min monthornal					
	Anthony Guerra Typed or printed name					
Officer/Director						
	Title					

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