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May 15, 1996

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

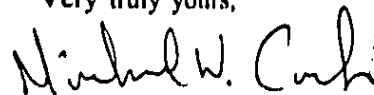
Re: William Frederick Management, Inc.

Dear Sir/Madam:

Enclosed is our firm check number 1761 in the amount of \$78.75. Please file the attached Articles of Incorporation for William Frederick Management, 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
enclosure

*pick up:
Tuesday*

THOMAS T. COBB
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PENNYETH N. ARTH
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RECEIVED
MAY 16 1996
TALLAHASSEE, FLORIDA

FILED
96 MAY 20 AM 9 20
TALLAHASSEE, FLORIDA

*MS
5/16/96*

ARTICLES OF INCORPORATION
OF
WILLIAM FREDERICK MANAGEMENT, INC.

FILED
96 MAY 20 AM 9 21
DATE
FLORIDA

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 William Frederick Management, 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: Marilyn C. Lunskis, 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:

1. William Poe, Jr.
206 Locust Drive
Brandon, Florida 33511
2. Charles E. Poe
70 Indoga
Tampa, Florida 33606
3. Keren Poe Foster
525 Suwanee Circle
Tampa, Florida 33606
4. Marilyn C. Lunskis
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: Marilyn C. Lunskis, 74 Columbia Drive, Tampa, Florida, 33606.

ARTICLE VIII:

BY-LAWS

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

ARTICLE IX:

AMENDMENTS

The corporation reserves the right to amend, alter, or repeal any provision in these Articles of Incorporation in the manner prescribed 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 20th day of May, 1996.


Marilyn C. Lundskis

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

1. The name of the corporation is: William Frederick Management, Inc.
2. The name and address of the registered agent and office is: Marilyn C. Lundskis,
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.


Marilyn C. Lundskis

Dated this 20th day of May, 1996.

FILED
95 MAY 20 PM 9 21