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TRANSMITTAL LETTER

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

700001032557
05/21/96--01107--011
*****70.00 *****70.00

SUBJECT: MAJOR & ASSOCIATES, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.00.

FROM:

DANIEL J. WEINBERG, CPA
Name
23123 STATE ROAD 7, SUITE 301
Address
BOCA RATON, FL. 33428
City, State, & Zip
(407) 483-8899
Telephone Number

FILED
96 MAY 20 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/20/96
TS

Note: Additional copy of articles is needed only when certified copy is requested.

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96 MAY 20 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MAJOR & ASSOCIATES, INC.

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

ARTICLE I - NAME

The name of the corporation shall be:
MAJOR & ASSOCIATES, INC.

ARTICLE II - PRINCIPAL OFFICE

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

2852 WATERFORD DRIVE SOUTH
DEERFIELD BEACH, FL. 33442

ARTICLE III - CAPITAL STOCK

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

ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

MATTHEW E. MAJOR
2852 WATERFORD DRIVE SOUTH
DEERFIELD BEACH, FL. 33442

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

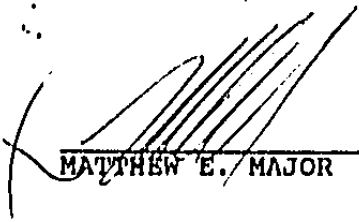
MATTHEW E. MAJOR
2852 WATERFORD DRIVE SOUTH
DEERFIELD BEACH, FL. 33442

The undersigned has (have) executed these Articles of Incorporation
this 17th day of May, 1996.

MATTHEW E. MAJOR

ARTICLE VI - PURPOSE

Business Purpose: THIS CORPORATION IS ORGANIZED FOR THE PURPOSES
OF SALES OF INSURANCE PROGRAMS TO BUSINESSES AND INDIVIDUALS.


MATTHEW E. MAJOR

5/1/96

DATE

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO OBTAIN ASSISTANCE IN THE PREPARATION
OF ARTICLES OF INCORPORATION FOR
MAJOR & ASSOCIATES, INC.

BE IT KNOWN, that the office of DANIEL J. WEINBERG, CPA has provided assistance to the undersigned in filing Articles of Incorporation with Florida Department of State, Division of Corporations.

Each Corporation is a separate entity and as such has specific goals, needs and requirements. It is therefore recommended by this office that corporate documents be reviewed by your legal counsel. We have provided assistance only in filing your Articles of Incorporation, providing a tax and accounting service and do not attempt to render any legal advice.

The professional advice of your legal counsel to ascertain exact compliance with all statutory requirements is strongly recommended.

I(WE), THE UNDERSIGNED INCORPORATOR(S), HEREBY GRANTS PERMISSION TO DANIEL J. WEINBERG, CPA TO ASSIST IN FILING ARTICLES OF INCORPORATION FOR MAJOR & ASSOCIATES, INC. WITH FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS.



DATE

5/1/96

DATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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:

MAJOR & ASSOCIATES, INC.

The registered agent and office is:

MATTHEW E. MAJOR
8570 S.W. 26TH PLACE
DAVIE, FL. 33328


MATTHEW E. MAJOR

5/1/96

DATE

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 POSITIONS AS REGISTERED AGENT.