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5001 Sun Boulevard, #202
Post Office Box 13175
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Tel: (813) 867-1873
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LAW OFFICES OF
BLAIR W. CLARK

□ St. Petersburg Office
300 31st Street, Suite 100
Post Office Box 13175
St. Petersburg, FL 33733-3175
Tel: (813) 327-7114
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May 31, 1996

DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

700001850577
-06/04/96--01145--001
*****70.00 *****70.00

Re: Sgro Enterprises, Inc.

Dear Messrs.:

Enclosed please find two originals of the executed articles of incorporation of the above referenced corporation and my check in the amount of \$70.00 (which is for the filing fee - including designation of registered agent). Please file the original and return a date stamped copy to me in the envelope which I have provided for your convenience. Therefore, I am not enclosing an additional \$52.50 for a certified copy.

Thank you for your attention in this matter.

Yours very truly,

Blair W. Clark

Blair W. Clark

Signed by Bryon T. LoPrete in his absence
for expedient delivery

BC/bl
Enclosures
(c:wp60:corp:sgroart.let)

Bryon T. LoPrete GAVE
INFORMATION BY PHONE TO
DeLoe
to effect true date
OK

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**ARTICLES OF INCORPORATION
OF
SGRO ENTERPRISES, INC.**

96 JUN -3 PM 2:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME

The name of this corporation is Sgro Enterprises, Inc.

ARTICLE 2: DURATION

This Corporation shall exist perpetually

ARTICLE 3: PURPOSE

This Corporation is organized for the purposes of engaging in the sales of insurance and other related products.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of \$0 par value common stock.

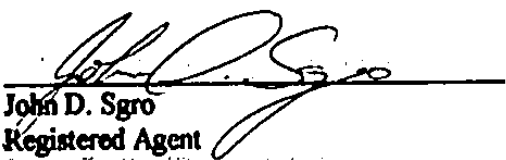
**ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE**

The initial registered agent of the corporation is John D. Sgro and the street address of the registered agent of this Corporation is 1915 Dover Ct., Oldsmar, FL 34667. The street address of the office of the Corporation is 1915 Dover Ct., Oldsmar, FL 34667.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 29 day of May, 1996.


John D. Sgro
Registered Agent

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have two directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one nor greater than five. The names and addresses of the initial directors of this Corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|---------------|-------------------------------------|
| John D. Sgro | 1915 Dover Ct. Oldsmar, FL 34677 |
| Lisa Kay Sgro | 1915 Dover Ct. Oldsmar, FL 34677 |

ARTICLE 7: INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

| <u>Name</u> | <u>Address</u> |
|--------------|-------------------------------------|
| John D. Sgro | 1915 Dover Ct. Oldsmar, FL 34677 |

ARTICLE 8: CUMULATIVE VOTING

There shall be no cumulative voting rights for shareholders of the Corporation.

ARTICLE 9: PREEMPTIVE RIGHTS

There shall be no preemptive rights for shareholders of the Corporation.

ARTICLE 10: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

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ARTICLE 12: AMENDMENT

96 JUN -3 PM 2:50

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed ha. executed these Articles of Incorporation this 29 day of May, 1996.


John D. Sgro, Incorporator

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5/24/96 bl