

P-96000050293
(SAMPLE LETTER OF TRANSMITTAL)

Date June 4, 1996

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

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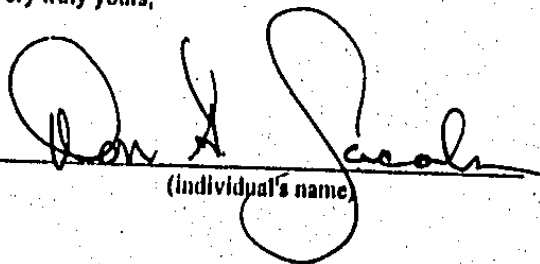
Re: Don Jacobs and Associates Insurance, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50. ••

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


(individual's name)

Don Jacobs and Associates Insurance, Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
930 Woodcock Rd. Suite #230		
Orlando, FL 32803		
PHONE		
(407)	896-0902	
Area Code	Number	Ext.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

GB 6/12/96

ARTICLES OF INCORPORATION

of

Don Jacobs and Associates Insurance, Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Don Jacobs and Associates Insurance, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Thousand shares (5000) of One Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>Don G. Jacobs</u>		
ADDRESS	<u>930 Woodcock Rd. Suite #230</u>		
CITY	<u>Orlando</u>	FLORIDA <u>Florida</u>	ZIP <u>32803</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>Don Jacobs and Associates Insurance, Inc.</u>		
ADDRESS	<u>930 Woodcock Rd. Suite #230</u>		
CITY	<u>Orlando</u>	FLORIDA <u>Florida</u>	ZIP <u>32803</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Don Jacobs</u>		
ADDRESS	<u>2026 Kimbrace Place</u>		
CITY	<u>Winter Park</u>	STATE <u>Florida</u>	ZIP <u>32702</u>
NAME	<u>Barbara J. Jacobs</u>		
ADDRESS	<u>2026 Kimbrace Place</u>		
CITY	<u>Winter Park</u>	STATE <u>Florida</u>	ZIP <u>32702</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Don G. Jacobu		
ADDRESS	930 Woodcock Rd. Suite #230		
CITY	Orlando,	STATE	Florida
		ZIP	32803
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 6th day of June, 1996.

Don G. Jacobu (Seal)
[Signature] (Seal)
[Signature] (Seal)

BRAD HARRIS
 Notary Public, State of Florida
 My comm. expires Feb. 25, 2000
 Comm. No. CC 524480

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Don Jacobs and Associates Insurance, Inc.
(name of corporation)

FILED
96 JUN 10 PM 4:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

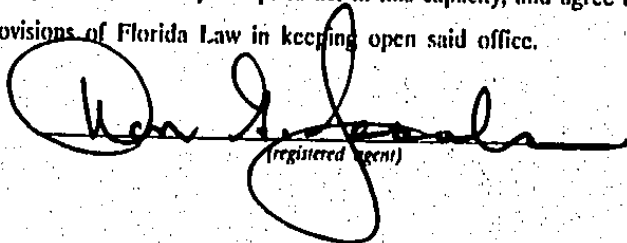
at 930 Woodcock Rd., Suite #230

Orlando, FL 32803

has named Don G. Jacobs
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)