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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPARTOR OF CORPORATIONS

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ARTICLES OF INCORPORATION

SECRETARY OF STATE

ACTION OF TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I CORPORATE NAME

The name of this corporation shall be: A TO E INSURANCE AGENCY, INC., and the corporation's principal address shall be 10700 N.W. 5th Street, Plantation, FL 33324.

ARTICLE II

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation.

MATURE OF BUSINESS AND POWERS

The specific purposes for which the corporation is organized is to engage in the business of selling insurance products to the general public and the general purpose for which the corporation is organized is to engage in any and all business permitted under the laws of the United States of America and the State of Plorida.

ARTICLE IV CAPITAL STOCK

The corporation shall have the authority to issue 10,000 shares, all of one class of capital stock, with a par value of \$1.00 par share.

REGISTERED AGENT AND INITIAL OFFICE

The address of the corporation's initial registered office is 1011 South Federal Highway, Hollywood, Florida 33020, and the name

578/01 8. FAROMAN, 650. Fla. Bar 471 (183 (308) QUE -3045

Holywood, FL 33020

of the initial registered agent at said address is Steven S. Farbman.

ARTICLE VI BOARD OF DIRECTORS AND INITIAL DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one. The number of directors constituting its initial Board of Directors is one, whose name and address is:

ALAN FARBMAN, 10700 N.W. 5th Street, Plantation, FL 33324 GARY SCHALL, 3520 Oaks Way, \$109, Pompano Beach, PL 33069

ARTICLE VII

The name and address of the incorporator is Alan Farbman, 10700 N.W. 5th Street, Plantation, FL 33324.

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law. The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

ARTICLE IX PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have the preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to the stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE X EFFECTIVE DATE

Pursuant to Florida Statute Section 607.0203(1) (1995), the effective date of the commencement of corporate existence is when these Articles of Incorporation are filed with the Florida Department of State.

IN WITHES WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and does agree to take the number of shares horeinshove met forth, and hereunts make him hand and and and this horwinabove set forth, and hereunto sets his hand and seal this /7 day of _, 1996.

> Alan S. Incorporator

STATE OF FLORIDA

88:

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, duly authorized to take acknowledgements and administer oaths, personally appeared Alan S. Farbman, party to the foregoing Articles of Incorporation, and I have first made known to him the contents of said Articles, he did acknowledge that he signed, scaled and delivered the same as his voluntary act and deed, and deposed that the facts therein stated were truly set forth.

WITNESS my hand and official seal/th 1996.

19 day of 36

Try Public Afflant is:

Personally Known: Produced Identification:

Type of I.D. Produced:

STEVEN IL JAPTE

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CERTIFICATE DESIGNATING RECISTERED OFFICE SECRETARY OF STATE HAMING REGISTERED AGENT UPON WEON PROCESS MAY BE SERVEDSEE, FLORIDA

In pursuance to Chapter 48.091, <u>Florida Statutes</u> (1995), the following is submitted, in compliance with said Act:

First - that A TO Z INSURANCE AGENCY, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at the City of Fort Lauderdale, County of Broward, State of Florida, has named Steven S. Farbman, located at 1011 S. Federal Highway, Hollywood, FL 33020, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the abovestated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

> Steven S. Farbman Registered Agent