

P96000062292

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

No 52504

RE: Twin Rivers Insurance Agency, Inc.

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
 96 JUL 25 PM 1:00  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

AL JUL 23 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/25	_____	_____
TIME	11:30	_____	CK No. _____
BY	CP	_____	_____

WALK-IN  
 Will Pick Up \_\_\_\_\_

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
_____ Corp. Record Search	_____	_____
_____ Ltd. Partnership File	_____	_____
_____ Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)	_____	_____
_____ Art. of Amend. File	_____	_____
_____ Dissolution/Withdrawal	_____	_____
_____ C U S-	_____	_____
_____ Fictitious Name File	_____	_____
_____ Name Reservation	_____	_____
_____ Annual Report/Reinstatement	_____	_____
_____ Reg. Agent Service	_____	_____
_____ Document Filing	_____	_____
_____ Corporate Kit	_____	_____
_____ Vehicle Search	_____	_____
_____ Driving Record	_____	_____
_____ Document Retrieval	_____	_____
_____ UCC 1 or 3 File	_____	_____
_____ UCC 11 Search	_____	_____
_____ UCC 11 Retrieval	_____	_____
_____ File No.'s, _____ Copies	_____	_____
_____ Courier Service	_____	_____
_____ Shipping/Handling	_____	_____
_____ Phone ( )	_____	_____
_____ Top Priority	_____	_____
_____ Express Mail Prep.	_____	_____
_____ FAX ( ) pgs.	_____	_____
<b>SUBTOTALS</b>	_____	_____

100001304381  
 -07/25/96--01052--025  
 \*\*\*\*122.00 \*\*\*\*122.50

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

Please remit invoice number with payment  
**TERMS: NET 10 DAYS FROM INVOICE DATE**  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

**THANK YOU**  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION**

**OF**

**TWIN RIVERS INSURANCE AGENCY, INC.**

**FILED**  
96 JUL 25 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is TWIN RIVERS INSURANCE AGENCY, INC.

**ARTICLE II - DURATION**

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

**ARTICLE III - PURPOSE**

The purpose of this corporation is to operate an insurance agency for profit, and engage in any other legal or lawful act or activity associated with the operation of an insurance agency.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE V - PRINCIPAL ADDRESS,  
INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the principal place of business of the corporation is 502 East New Haven Avenue, Melbourne, Florida 32901. The street address of the initial registered office of this corporation is James H. Fallace, P.A., 1900 South Hickory Street, Melbourne, Florida 32901, and the name of the initial registered agent of this corporation at that address is James H. Fallace.

## **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

<b>NAME</b>	<b>ADDRESS</b>
Kenneth W. Sawczyn	47 West New Haven Avenue Melbourne, Florida 32901
Cindy M. Malloy	1455 Giles Street, N.W. Palm Bay, Florida 32907

## **ARTICLE VII - INCORPORATORS**

The name and address of the person signing these Articles and initially subscribing to the capital stock is:

<b>NAME</b>	<b>ADDRESS</b>
Kenneth W. Sawczyn	47 West New Haven Avenue Melbourne, Florida 32901

## **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the holders of common stock of this corporation.

## **ARTICLE IX - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval by a majority of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

## **ARTICLE X - DIRECTORS COMPENSATION**

The shareholders of the common stock of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### **ARTICLE XI - I.R.C. SECTION 1244**

It is the intent of the incorporator to qualify the shares of common stock issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986, as amended.

#### **ARTICLE XII - INDEMNIFICATION**

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

#### **ARTICLE XIII - INTERLOCKING OFFICERS AND DIRECTORS**

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any Director or Officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or Officer or Officers of this corporation is a party or are parties to, or interested in, such contract, act or association or corporation and each and every person who may become a Director or Officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any ways interested.

#### **ARTICLE XIV - AMENDMENT**

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.

#### **ARTICLE XV - DIVIDENDS ON COMMON STOCK**

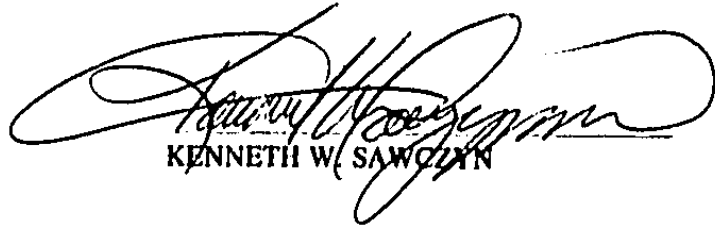
The holders of the issued and outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus, dividends payable in cash, in property or in shares of the common stock of the corporation.

No dividends shall be paid upon the common stock in any medium if the corporation is, or is thereby, rendered incapable of paying its debts as they become due in the usual course of business.

#### ARTICLE XVI - AFFILIATED TRANSACTIONS

The corporation expressly elects that it shall not be governed by Section 607.0901, Florida Statutes (1991), as amended from time to time or any corresponding provisions of Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24<sup>th</sup> day of July, 1996.



KENNETH W. SAWCZYN

STATE OF FLORIDA §  
COUNTY OF BREVARD §

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of July, 1996 by KENNETH W. SAWCZYN who is personally known to me or who has produced \_\_\_\_\_ identification and who did take an oath.



MARCIA A BARTLEY  
My Commission CC828352  
Expires Feb. 04, 2000



Notary Public, State of Florida

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**

96 JUL 25 PM 1:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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:

**TWIN RIVERS INSURANCE AGENCY, INC.**

2. The name and address of the registered agent and office is:

**JAMES H. FALLACE, P.A.  
James H. Fallace  
1900 South Hickory Street  
Melbourne, Florida 32901**

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.

  
James H. Fallace

7/24/96  
Date