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((H96000010944))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FIDELITY GUARDIAN INSURANCE AGENCY, INC.
FAX AUDIT NUMBER: H96000010944 CURRENT STATUS: REQUESTED
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ARTICLES OF INCORPORATION OF

Fidelity Guardian Insurance Agency, Inc.

The undersigned subscriber(s) to these Articles of Incorporation hereby form(s) a corporation under the Florida General Corporation Act.

ARTICLE I - NAME OF THE CORPORATION

The name of the corporation shall be Fidelity Guardian Insurance Agency, Inc.

ARTICLE II - ADDRESS

The principal mailing office of the corporation shall be 421 Northlake Boulevard, Suite H, palm Beach Gardens, Florida 33410.

ARTICLE III - GENERAL PURPOSE

This corporation shall be authorized to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The corporation shall be authorized to issue 10,000 shares of common voting stock each of which shares shall have a par value of one dollar (US \$1.00).

ARTICLE V - REGISTERED AGENT

The initial registered agent of the corporation shall be John T. Paxman whose registered office is located at:

Paxman & Associates, P.A.
515 North Flagler Drive, Suite 1450
West Palm Beach, Florida 33401

ARTICLE VI - SUBSCRIBERS

The subscribers of this corporation and their addresses are as follows:

Prepared by:
John T. Paxman, Esq.
Paxman & Associates, P.A.
515 North Flagler Drive, Suite 1450
West Palm Beach, Florida 33401
(561)835-8661
FAX 867039

26 AUG 12 1996
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TALLAHASSEE, FLORIDA

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Henry C. Gugel, Jr.
3031 Casa Rio Court
Palm Beach Gardens, Florida 33418

ARTICLE VII - DIRECTORS

The initial board of directors shall consist of the following individuals:

Henry C. Gugel, Jr.
3031 Casa Rio Court
Palm Beach Gardens, Florida 33418

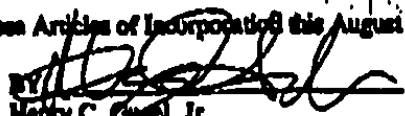
ARTICLE VIII - DATE OF EXISTENCE

The date when the corporate existence for this corporation shall begin shall be the date of the filing of these articles of incorporation.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, amended or repealed as provided therein.

In witness whereof, the undersigned executed these Articles of Incorporation this August 7, 1996.


Henry C. Gugel, Jr.
Incorporator

H96000010944

Prepared by:
John T. Paxman, Esq.
Paxman & Associates, P.A.
515 North Flagler Drive, Suite 1450
West Palm Beach, Florida 33401
(561) 835-8661
FBN 867039

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

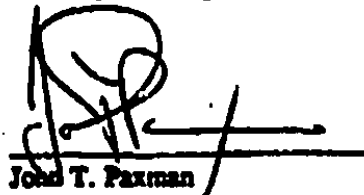
Pursuant to the provisions of §§ 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **Fidelity Guardian Insurance Agency, Inc.**
2. the name and address of the registered agent and office is:

**John T. Paxman
PAXMAN & ASSOCIATES, P.A.
515 North Flagler Drive, Suite 1450
West Palm Beach, Florida 33401
(561) 835-8661**

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.

This August 7, 1996


John T. Paxman

H96000010944

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