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JONATHAN R. KAPLAN
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August 29, 1996

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

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
AUG 30 1996

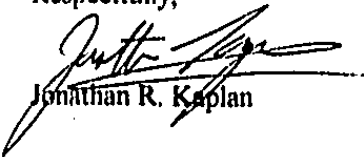
Re: Articles of Incorporation
MAX, Inc

Dear Sir/Madame:

Enclosed herein please find two copies of the Articleless of Incorporation for MAX, Inc. and a check in the amount of \$70.00 which covers the filing cost and prepayment of the Resident Agent Certificate.

Please forward the Articles of Incorporation to the above listed address.

Respectfully,


Jonathan R. Kaplan

FILED
96 AUG 30 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc SEP 5 1996

**ARTICLES OF INCORPORATION
OF
INSURANCE MAX, INC.
a Florida Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator to these Articles of Incorporation, hereby forms a professional corporation for profit pursuant to the provisions of the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is INSURANCE MAX, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for a professional corporation organized under the Professional Service Corporation Act of the State of Florida engaged in the sale of insurance.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1868 Okeechobee Blvd, West Palm Beach, FL 33409; and the name of the initial registered agent of the Corporation at that address is Kelly Jo Moore.

ARTICLE V - MAILING ADDRESS

The mailing address of the Corporation is 1868 Okeechobee Blvd, West Palm Beach, FL 33409

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial directors of this Corporation are:

Kelly Jo Moore
1868 Okeechobee Blvd
West Palm Beach, FL 33409

ARTICLE VII - INCORPORATOR

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

Kelly Jo Moore
1868 Okeechobee Blvd
West Palm Beach, FL 33409

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this ^{19th} day of August, 1996.



Kelly Jo Moore
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

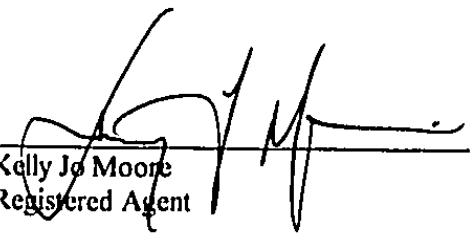
WITNESSETH:

That Insurance Max, Inc., desiring to organize under the laws of the State of Florida, has named Kelly Jo Moore, located at 1868 Okeechobee Blvd, West Palm Beach, FL 33409 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 19th day of August, 1996.


Kelly Jo Moore
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA