

90000098978

TRANSMITTAL LETTER

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

SUBJECT: INSURANCE ZONE International, INC.

(Proposed corporate name - must include suffix)

300002021153--5

-12/05/96-01061--008

*****70.00 *****70.00

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

\$70.00

Filing Fee

\$78.75

Filing Fee
& Certificate

\$122.50

Filing Fee
& Certified Copy

\$131.25

Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

CHARLES R. VENTURELLA, JR

Name (printed or typed)

6932 Sylvan Woods Drive

Address

SANFORD, FL 32771

City, State & Zip

407-322-8803

Daytime Telephone number

98 DEC-5 PH/2:29
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

NOTE: Please provide the original and one copy of the articles.

copy
original

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC -5 PM 12: 29

Charter
of
Insurance Zone International, Inc.

The undersigned, acting as incorporator for the corporation under the statutes of the State of Florida, adopts the following charter for such corporation:

I. NAME

The name of the corporation is:

INSURANCE ZONE INTERNATIONAL, INC.

II. CAPITAL STOCK

The Corporation is authorized to issue 500 shares, all of one class, at \$1.00 par value (\$500.00).

III. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of the corporation in the state of Florida is as follows:

Charles R. Venturella, Jr.
6932 Sylvan Woods Drive
Sanford, FL 32771
County of Seminole

IV. INCORPORATOR

The name and complete address of the incorporator is:

Charles R. Venturella, Jr.
6932 Sylvan Woods Drive
Sanford, FL 32771

V. CORPORATION'S PRINCIPAL OFFICE

6932 Sylvan Woods Drive
Sanford, FL 32771

VI. CORPORATE DESIGNATION

The corporation is FOR PROFIT

VII. CORPORATION'S BUSINESS PURPOSE

The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States and Florida, and most importantly, acceptable in the sight of God.

VIII. INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provide by law, but shall never be less than one (1).

The name and complete address of the initial director of the Corporation is:

Charles R. Venturella, Jr.
6932 Sylvan Woods Drive
Sanford, FL 32771

IX. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws the corporation shall be vested in the board of Directors and the Shareholders.

X. INDEMNIFICATION

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

XI. INFORMAL ACTION OF THE DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XII. AMENDMENT OF ARTICLES

The Corporation reserves the right to amend or repeal any provisions contained in this Charter, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

XIII NONRESIDENT DIRECTORS

Directors need not be residents of this state or shareholders unless Articles or Bylaws so require.

XIV. PRE-EMPTIVE RIGHTS

Each shareholder of the Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, ind or series of stock in the Corporation that may from time to time be issued (whether or not presently authorized), including shares form the treasury of the Corporation, in the ration that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive to treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing rom the Corporation, stating the prices, terms and conditions of the issue os shares, and inviting him to exercise his per-emptive rights. This right may also be waived by affirmativly written waive submitted by the Shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

XV. DIRECTOR'S AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in Incorporation Charter or Bylaws.

XVI. PERSONAL LIABILITY OF DIRECTORS

Personal liability for monetary damages due to breach corporate authority contract, accumulated debt and /or any misconduct of the corporations' directors or its' licensed agents shall be limited to \$500.00, or actual damages, whichever is less.

XVII. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Incorporation Articles this 2nd day of December 1996.

Charles R. Venturella, Jr.
Charles R. Venturella, Jr.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

INSURANCE ZONE International, Inc.

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

CHARLES R. VENTURELLA, JR.
(NAME)

60932 Sylvan Woods Drive
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

SANFORD, FL 32771
(CITY/STATE/ZIP)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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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.

Charles R. Venturella, Jr.
(SIGNATURE)

12-2-96
(DATE)