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Hal A. Airth

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December 17, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
1-1-97

Re: LEE INSURANCE SERVICES, INC.

Dear Sir:

Please find enclosed the original and one copy of the Articles of Incorporation for the above named corporation. My Office Account check #663168 for \$122.50 for the filing fee is also enclosed.

Very truly yours,


Hal A. Airth

enc.

B. REGISTER DEC 27 1996

EFFECTIVE DATE
1-1-97

ARTICLES OF INCORPORATION
OF
LEE INSURANCE SERVICES, INC.

ARTICLE I

The name of this corporation is LEE INSURANCE SERVICES, INC.

ARTICLE II

The corporation is to exist perpetually, commencing on January 1, 1997.

ARTICLE III

This corporation is organized for the purpose of selling health, automobile and other insurance coverage to the public and any other lawful business for which corporations may be incorporated under the Florida Business Corporations Act.

ARTICLE IV

This corporation is authorized to issue Two Thousand (2,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

The amount of capital with which this corporation will begin business is Two Thousand Dollars (\$2,000.00).

ARTICLE VI

The street address of the principal office of this

corporation is 943 North Ohio Avenue, Live Oak, Florida, and its mailing address is Post Office Box 45, Live Oak, Florida 32060.

ARTICLE VII

The name and street address of the initial Registered Agent of this corporation is WILLIAM T. LEE, 943 North Ohio Ave., Live Oak, Florida.

ARTICLE VIII

This corporation will have three (3) directors initially. The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

Name	Address
WILLIAM T. LEE	Post Office Box 45, Live Oak, Florida 32060
JACKI LEE	Post Office Box 45, Live Oak, Florida 32060
HUBERT M. LEE	Post Office Box 45, Live Oak, Florida 32060

ARTICLE IX

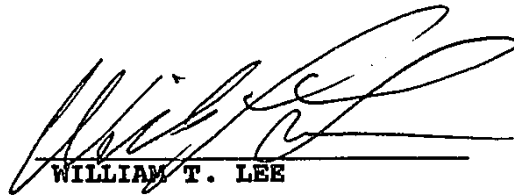
The name and addresse of the incorporator signing these articles is:

WILLIAM T. LEE Post Office Box 45, Live Oak, Florida 3206

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by

the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all directors and all stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.




WILLIAM T. LEE

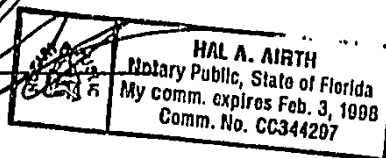
STATE OF FLORIDA
COUNTY OF SUWANNEE

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared WILLIAM T. LEE to me known to be the persons described as subscribed in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

Witness my hand and official seal in the State and County last aforesaid this 16 day of December, 1996.



Hal A. Airth
Notary Public

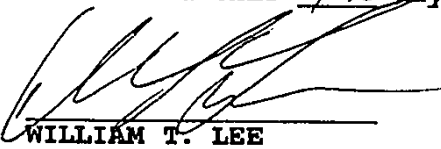


My commission expires:

ACCEPTANCE

The undersigned, WILLIAM T. LEE, is the person named above and designated as resident agent of said corporation; the undersigned is a resident of Suwannee County, Florida, and maintains an office at 943 North Ohio, Ave., Live Oak, Florida 32060. The mailing address of the undersigned is Post Office Box 45, Live Oak, Florida 32060. The undersigned hereby accepts the above designation and appointment as registered agent for said corporation.

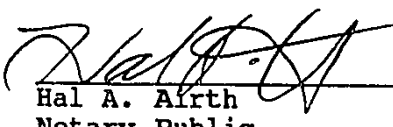
Dated this 16 day of December, 1996.

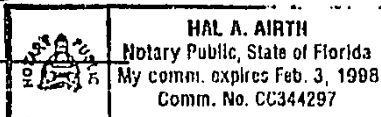

WILLIAM T. LEE

STATE OF FLORIDA

COUNTY OF SUWANNEE

Sworn to and subscribed before by WILLIAM T. LEE this 16 day of December, 1996.


Hal A. Airth
Notary Public



My commission expires: