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Nicholas T. Schroeder  
Attorney at Law  
4010-D Newberry Road  
Gainesville, Florida 32607

904-376-8118

January 14, 1997

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

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-01/24/97--01033--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

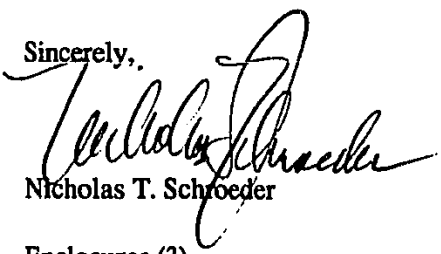
Re: *Incorporation of ALLIANCE INSURANCE & FINANCIAL GROUP, INC.*

Enclosed are the following:

1. Articles of Incorporation of ALLIANCE INSURANCE & FINANCIAL GROUP, INC.,
2. Designation of Resident Agent and Acceptance
3. My Trust Account Check in the Amount of \$70.00

Please file the Articles of Incorporation and return a certificate of incorporation to this office.

Sincerely,

  
Nicholas T. Schroeder

Enclosures (3)

EFFECTIVE DATE  
1-31-97

FILED  
97 JAN 24 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 29

BB

FILED

ARTICLES OF INCORPORATION  
OF

97 JAN 24 PM 3:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ALLIANCE INSURANCE & FINANCIAL GROUP, INC.

EFFECTIVE DATE

1-31-97

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, Chapter 607.

ARTICLE I

Name

The name of the corporation shall be **ALLIANCE INSURANCE & FINANCIAL GROUP, INC.**

ARTICLE II

Nature of Business

The nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

### ARTICLE III

#### Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be one thousand (10,000) shares having no par value common. All stock when issued shall be non-assessable. All stock of the corporation shall have limitations on the issue of or the transfer of stock of the corporation. The stockholders of the corporation may agree among themselves, or with the corporation, upon limitations on the transferability or assignment of the stock issued by the corporation, or provisions and agreements for pre-emptive rights of purchase with reference to such stock or any part thereof, whether issued or to be issued, or for options for the purchase in the event of the sale of the stock issued by the corporation.

### ARTICLE IV

#### Capital to Begin Business

The amount of capital with which this corporation will begin business will be Five Hundred and 00/100 Dollars (\$500.00).

### ARTICLE V

#### Existence of Corporation

This corporation shall have perpetual existence.

## ARTICLE VI

### Beginning of Corporate Existence

The date corporate existence shall begin shall be January 31, 1997.

## ARTICLE VII

### Management by Stockholders

The business of this corporation shall be managed by its stockholders rather than a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the corporation.

## ARTICLE VIII

### Principal Office

The initial street address of the principal office of this corporation shall be 3601 SW 2nd Avenue, Suite V, Gainesville, Florida, 32605.

## ARTICLE IX

### Subscribers

The name and address of the subscribers to these Articles of Incorporation is:

Thomas D. Solberg  
3601 SW 2nd Avenue, Suite V  
Gainesville, FL 32605

Choppy Hodes  
3601 SW 2nd Avenue, Suite V  
Gainesville, FL 32605

Gary R. McCoy  
3601 SW 2nd Avenue, Suite V  
Gainesville, FL 32605

#### ARTICLE X

##### Registered Agent and Office

The name and address of the Registered Agent and Registered Office to accept service of process within the State is:

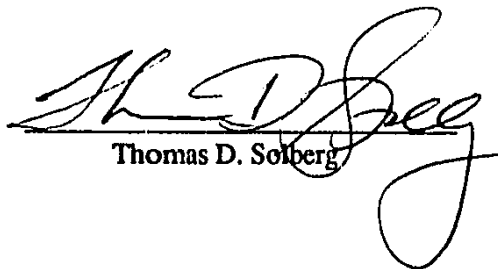
Thomas D. Solberg  
3601 SW 2nd Avenue, Suite V  
Gainesville, FL 32605

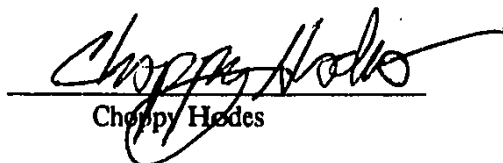
#### ARTICLE XI

##### Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Incorporation for the uses and purposes therein stated this 16 day of January, 1997.

  
Thomas D. Solberg

  
Choppy Hodes

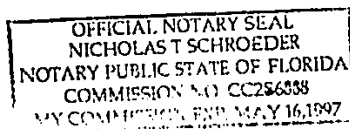
Gary R. McCoy  
Gary R. McCoy

STATE OF FLORIDA  
COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, Thomas D. Solberg, Choppy Hodes, and Gary R. McCoy, being well known or identified by their Florida Driver's Licenses and did take an oath, acknowledged before me that they are parties to the foregoing Articles of Incorporation, and further acknowledges the Articles of Incorporation to be their free act and deed as the Signers thereof, and that the facts stated therein are true.

WITNESS, my hand and official seal at Gainesville, Florida, this 16 day of January, 1997.

Nicholas T. Schroeder  
Notary Public  
My commission expires:



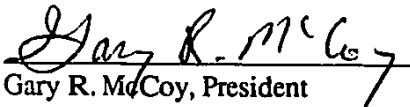
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

**ALLIANCE INSURANCE & FINANCIAL GROUP, INC.**, desiring to organize or  
qualify under the laws of the State of Florida, with its principal place of business at 3601 SW  
2nd Avenue, Suite V, Gainesville, Florida, 32605, State of Florida, has named

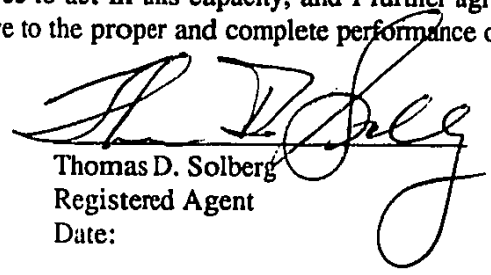
THOMAS D. SOLBERG  
3601 SW 2nd Avenue, Suite V  
Gainesville, FL 32605

as its agent to accept service of process within Florida.

  
Gary R. McCoy, President  
Date:

FILED  
97 JAN 24 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

  
Thomas D. Solberg  
Registered Agent  
Date: