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SPINNER, DITTMAN, FEDERSPIEL & DOWLING

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

501 EAST ATLANTIC AVENUE
DELRAY BEACH, FLORIDA 33483
TELECOPIER (561) 276-5489
TELEPHONE (561) 276-2900

ROBERT A. DITTMAN
DONALD C. DOWLING
ROBERT W. FEDERSPIEL, P.A.
JOHN W. SPINNER

February 25, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

100002100201--8
-02/27/97--01074--018
***122.50 ***122.50

Re: Edens, Weekes & Callaway, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of Edens, Weekes & Callaway, Inc., together with my client's check in the amount of \$122.50 to cover the following:

Filing Fee	\$35.00
Certified Copy	52.50
Resident Agent Fee	35.00
TOTAL	<u>\$122.50</u>

Also enclosed is the executed Resident Agent Form. Please send me a certified copy of the Articles of Incorporation.

Thank you for your kind attention.

Sincerely,

ROBERT W. FEDERSPIEL, P.A.



Robert W. Federspiel

RWF:kp
Encl. 3

FILED
97FEB 27 PM 3:52
SECRET
TALLAHASSEE, FLORIDA

Dmc
3-4-97

ARTICLES OF INCORPORATION
of
EDENS, WEEKES & CALLAWAY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation is EDENS, WEEKES & CALLAWAY, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

To engage in the business of insurance sales, marketing, and servicing, and all related businesses, and to engage in any activity or business permitted under the law of the United States and the State of Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 100 shares of ten dollar (\$10.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - Capital

The minimum amount of capital with which the corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE VI - Initial Registered Office and Agent

The street address of the principal office and initial registered office of this corporation is 501 East Atlantic Avenue, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation is Robert W. Federspiel, Esq.

Leon A. Weekes
770 East Atlantic Avenue
Suite 300
Delray Beach, FL 33483

J. Michael Callaway
770 East Atlantic Avenue
Suite 300
Delray Beach, FL 33483

ARTICLE VIII - Incorporator

The names and addresses of the persons signing these Articles
is:

Leon A. Weekes
770 East Atlantic Avenue
Suite 300
Delray Beach, FL 33483

J. Michael Callaway
770 East Atlantic Avenue
Suite 300
Delray Beach, FL 33483

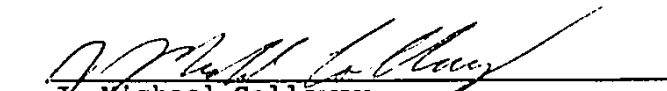
ARTICLE IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers has executed these Articles of Incorporation this 26th day of February, 1997.



Leon A. Weekes



J. Michael Callaway

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LEON A. WEEKES and J. MICHAEL CALLAWAY, who are personally known to me or who produced _____ and _____ as identification and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - that Edens, Weekes & Callaway, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Delray Beach, County of Palm Beach, State of Florida, has named Robert W. Federspiel, Esq., located at 501 East Atlantic Avenue, City of Delray Beach, County of Palm Beach, and State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Robert W. Federspiel, Esq.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE