

997000026129

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

No. 53767

RE: Capital Insurance Agency Inc

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 97 MAR 24 PM 3:42
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

MAR 24 1997

| REQUEST | TAKEN | CONFIRMED | APPROVED |
|---------|------------|-----------|--------------|
| DATE | _____ | _____ | _____ |
| TIME | _____ | _____ | CK No. _____ |
| BY | <u>AAP</u> | _____ | _____ |

WALK-IN Will Pick Up 3/24/97

| | C.C. FEE. | DISBURSED |
|---|-----------|-----------|
| <input type="checkbox"/> Capital Express™ | _____ | _____ |
| <input checked="" type="checkbox"/> Art. of Inc. File | _____ | _____ |
| <input type="checkbox"/> Corp. Record Search | _____ | _____ |
| <input type="checkbox"/> Ltd. Partnership File | _____ | _____ |
| <input type="checkbox"/> Foreign Corp. File | _____ | _____ |
| <input checked="" type="checkbox"/> () Cert. Copy(s) | _____ | _____ |
| <input type="checkbox"/> Art. of Amend. File | _____ | _____ |
| <input type="checkbox"/> Dissolution/Withdrawal | _____ | _____ |
| <input type="checkbox"/> C U S- | _____ | _____ |
| <input type="checkbox"/> Fictitious Name File | _____ | _____ |
| <input type="checkbox"/> Name Reservation | _____ | _____ |
| <input type="checkbox"/> Annual Report/Reinstatement | _____ | _____ |
| <input type="checkbox"/> Reg. Agent Service | _____ | _____ |
| <input type="checkbox"/> Document Filing | _____ | _____ |
| <input type="checkbox"/> Corporate Kit | _____ | _____ |
| <input type="checkbox"/> Vehicle Search | _____ | _____ |
| <input type="checkbox"/> Driving Record | _____ | _____ |
| <input type="checkbox"/> Document Retrieval | _____ | _____ |
| <input type="checkbox"/> UCC 1 or 3 File | _____ | _____ |
| <input type="checkbox"/> UCC 11 Search | _____ | _____ |
| <input type="checkbox"/> UCC 11 Retrieval | _____ | _____ |
| <input type="checkbox"/> File No.'s, _____ Copies | _____ | _____ |
| <input type="checkbox"/> Courier Service | _____ | _____ |
| <input type="checkbox"/> Shipping/Handling | _____ | _____ |
| <input type="checkbox"/> Phone () _____ | _____ | _____ |
| <input type="checkbox"/> Top Priority _____ | _____ | _____ |
| <input type="checkbox"/> Express Mail Prep. _____ | _____ | _____ |
| <input type="checkbox"/> FAX () _____ pgs. | _____ | _____ |
| SUBTOTALS | _____ | _____ |

600002122636-4
 -03/24/97-01192-013
 ***122.50 ***122.50

| | |
|--------------------------------|----------|
| FEE..... | \$ _____ |
| DISBURSED..... | \$ _____ |
| SURCHARGE..... | \$ _____ |
| TAX on corporate supplies..... | \$ _____ |
| SUBTOTAL..... | \$ _____ |
| PREPAID..... | \$ _____ |
| BALANCE DUE..... | \$ _____ |

RECEIVED
 97 MAR 24 PM 2:31
 DEPARTMENT OF STATE
 DIVISION OF CORPORATE
 & PROFESSIONAL REGULATION
 TALLAHASSEE, FLORIDA

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.
 THANK YOU from Your Capital Connection

FILED

97 MAR 24 PM 3:43

ARTICLES OF INCORPORATION

of

CALUSA INSURANCE AGENCY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

**CALUSA INSURANCE AGENCY, INC.
2124 Airport Rd. S., Suite 102
Naples, Florida 34112**

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1000) shares .001 Dollar(s) (\$.001) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

**PETER B. FRANK
2124 Airport Rd. S., Suite 102
Naples, FL 34112**

The principal office, if known, or the mailing address of the corporation is:

**2124 Airport Rd. S., Suite 102
Naples, Florida 34112**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

Theresa A. Culley - All of 2124 Airport Rd. S. Suite 102
Naples, Florida 34112

James C. Culley

Sandra A. Culley

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

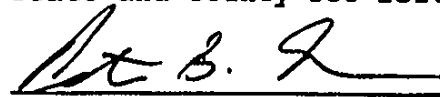
PETER B. FRANK
2124 Airport Rd. S., Suite 102
Naples, FL 34112

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 21st day of MARCH, 1997.

 (Seal)

STATE OF FLORIDA
COUNTY OF COLLIER

Before me a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:


PETER B. FRANK

Personally known to me
Form of Identification

Known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that they executed these Articles of Incorporation, that I relied upon the form X of identification of the above named person as indicated opposite each name, and that an oath was taken.

Witness my hand and official seal in the county and State last aforesaid this 21ST day of MARCH, 1997

Tina M. Kasley
Notary Signature

Tina M. Kasley
Printed Notary Signature



TINA M KASLEY
My Commission CC664067
Expires Jun. 20, 2000

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

CALUSA INSURANCE AGENCY, INC.

FILED

97 MAR 24 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

2124 Airport Rd. S, Suite 102
Naples, Florida 34112

has named **Ann T. Frank, Esquire** located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Ann T. Frank
(registered agent)