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March 27, 1997

REPLY TO: TALLAHASSEE

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GOVERNMENTAL CONSULTANTS:  
PAT GRIFFITH O'CONNELL\*  
E. CLINT SHAWLEY\*  
GERALD C. WESTER\*  
(NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:  
J. ANDREW KELLER, III, C.P.A.

VIA HAND-DELIVERY

Secretary of State  
Division of Corporations  
Tallahassee, FL 32301

RE: *Hermanns & Jackson Companies, Inc.*  
New Filing

Dear Sir/Madam:

Enclosed is an original and one copy of Articles of Incorporation for Hermanns & Jackson Companies, Inc., together with our firm check in the amount of \$122.50. Please file the attached Articles and provide us with a certified copy.

You may contact me at 425-1659 and I will arrange for a runner to pick up the certified copies when they are completed. Thank you for your assistance and prompt attention to this matter.

Sincerely,

*Connie H. Shivers*

Connie H. Shivers, CLA  
Paralegal

chs  
Encl. (As Stated)  
cc: David P. Healy, Esq.

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RECEIVED  
97 MAR 27 AM 11:38  
DIVISION OF CORPORATION

D. BROWN MAR 27 1997

**ARTICLES OF INCORPORATION  
OF  
HERMANN & JACKSON COMPANIES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION  
97 MAR 27 PM 1:26

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

**ARTICLE I  
Name and Address**

The name of the Corporation shall be HERMANN & JACKSON COMPANIES, INC. The principal office of the Corporation is located at 9600 West Sample, Suite 404, Coral Springs, Florida 33065.

**ARTICLE II  
Nature of Business**

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida, including but not limited to the business of insurance and related activities.

**ARTICLE III  
Stock**

The authorized capital stock of the Corporation shall consist of 1,000 shares of a single class of Common Stock with par value of one dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV  
Preemptive Rights**

The Corporation elects to have preemptive rights as follows:

A. The shareholders of the Corporation shall have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue them.

B. A shareholder may waive his preemptive right. A waiver evidenced by a writing is irrevocable whether or not supported by consideration.

C. The Corporation specifically elects to have preemptive rights with respect to:

1. Shares issued as compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

3. Shares authorized in these Articles of Incorporation that are issued within six months from the effective date of incorporation; and

4. Shares issued otherwise than for money.

D. Holders of shares of any class or series without general voting rights but with preferential rights to distributions or assets shall have no preemptive rights with respect to shares of any class.

E. Holders of shares of any class or series with general voting rights but without preferential rights to distributions or assets have no preemptive rights with respect to shares of any class with preferential rights to distributions or assets unless the shares with preferential rights are convertible into or carry a right to subscribe for or acquire shares without preferential rights.

F. Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of one year after being offered to shareholders at a consideration set by the Board of Directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of one year is subject to the shareholders' preemptive rights.

#### **ARTICLE V** **Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

David P. Healy  
106 E. College Ave., Suite 1200  
Tallahassee, Florida 32301

**ARTICLE VI**  
**Term of Corporate Existence**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII**  
**Address of Registered Office and Registered Agent**

The address of the initial registered office of the Corporation in the State of Florida shall be 106 E. College Ave., Suite 1200, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the above address is David P. Healy. The Board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

**ARTICLE VIII**  
**Board of Directors**

A. The business of the Corporation shall be managed by a Board of Directors consisting of not less than two (2) or more than nine (9) Directors. The Board shall initially have two (2) seats. The size of the Board may be altered only by unanimous vote of the outstanding shares of voting stock of the Corporation, either by amendment to these Articles or amendment of the Bylaws.

B. The shareholders of the Corporation may, in any manner permitted by Section 607.0732, Florida Statutes, as from time to time amended, enter into and adopt one or more agreements of the types described therein, including without limitation reserving to action of the shareholders matters that would otherwise be committed to the discretion or authority of the Board of Directors and requiring that corporate actions be authorized, approved, or taken by more than a simple majority (one-half plus one) of the shareholders or the Board of Directors, as appropriate.

**ARTICLE IX**  
**Initial Directors**

The initial Directors of the Corporation shall be: Richard F. Hermanns and Edward P. Jackson.

**ARTICLE X**  
**Officers**

The Corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office.

**ARTICLE XI**  
**Transactions In Which Directors**  
**Or Officers Are Interested**

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

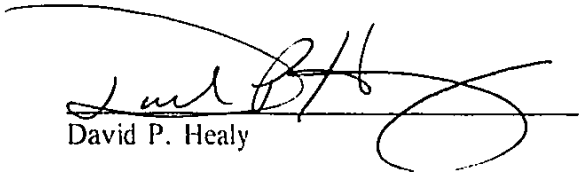
**ARTICLE XII**  
**Indemnification of Directors and Officers**

The Corporation may indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

**ARTICLE XIII**  
**Amendment**

These Articles of Incorporation may be amended only by a unanimous vote of all outstanding shares of voting stock of the Corporation.

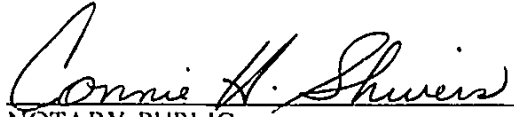
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his hand and seal this 27<sup>th</sup> day of March, 1997.

  
David P. Healy

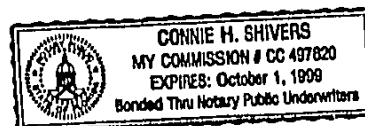
STATE OF FLORIDA  
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, David P. Healy, for the purpose of lawfully executing these Articles of Incorporation, who is personally known to me or who has produced a Florida's driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 27<sup>th</sup> day of March, 1997.

  
NOTARY PUBLIC

My commission expires:



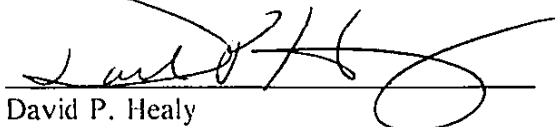
HERMANN & JACKSON COMPANIES INC.

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
57 MAR 27 PM 1:26

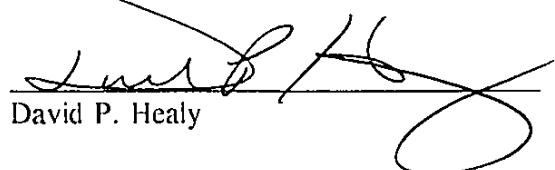
In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

HERMANN & JACKSON COMPANIES, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301, as its initial Registered Office and has named David P. Healy located at said address as its initial Registered Agent.

  
David P. Healy  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HERMANN & JACKSON COMPANIES, INC. at the place designated in its Articles of Incorporation, the undersigned, David P. Healy, agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.

  
David P. Healy

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing Acceptance of Registered Agent for HERMANN & JACKSON COMPANIES, INC. was acknowledged before me this 27th day of March, 1997, by David P. Healy, who is personally known to me or who has produced a Florida's driver's license as identification and who did not take an oath.

  
Notary Public  
My Commission Expires:

