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BEIL & HAY, P.A.
Attorneys at Law
12312 U.S. Highway 19
Hudson, FL 34667

FILED

97 MAR 26 AM 9: 50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Margaret E. Beil, Esq.

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M E M O

DATE: March 24, 1997

TO: Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FROM: CEDRIC P. HAY, ESQ./Laura

RE: Incorporation of Bridges Insurance, Inc.

MESSAGE: Enclosed please find the original Articles of
Incorporation for Bridges Insurance, Inc. together with
our trust check in the amount of \$122.50 to cover the
filing fee. If you have any questions, please contact
our office. Thank you.

LAW OFFICES OF BEIL & HAY, P.A.

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3/28/97

ARTICLES OF INCORPORATION
OF
BRIDGES INSURANCE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following:

ARTICLE ONE

The name of the corporation shall be **BRIDGES INSURANCE, INC.**

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares that the corporation has authority to issue is One Thousand (1000). All shares shall be common shares with no par value.

ARTICLE FIVE

The initial street address of the principal office of this corporation is 12344 U.S. Highway 19, Bayonet Point, Florida 34667. The Board of Directors may from time to time designate such other addresses and places for the principal office of this corporation as it sees fit.

ARTICLE SIX

The resident agent for the service of process shall be CEDRIC P. HAY, ESQ., BEIL & HAY, P.A., 12312 U.S. Highway 19 N, Hudson, Florida 34667.

ARTICLE SEVEN

ACKNOWLEDGMENT:

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


CEDRIC P HAY, ESQ.

ARTICLE EIGHT

The corporation shall have two (2) directors initially. The number of directors may be 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 directors, who shall hold office until (a) successor(s) is/are elected and has/have qualified, are as follows:

PEGGY D. BRIDGES
4650 Bay Boulevard
Unit 1028
Port Richey, FL 34668

E. MASON CLINE, JR.
13823 Michelle Avenue
Hudson, FL 34667

ARTICLE NINE

The name and address of the incorporator is:

PEGGY D. BRIDGES
4650 Bay Boulevard
Unit 1028
Port Richey, FL 34668

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE TEN

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 shareholders, and approved at a shareholders meeting by a majority of shareholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

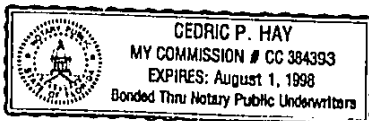
20th IN WITNESS WHEREOF, I have hereunto subscribed my name this day of March, 1997.

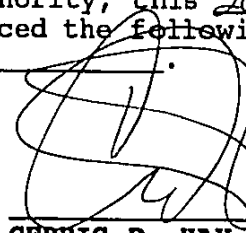

PEGGY D. BRIDGES

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was subscribed and acknowledged before me, the undersigned authority, this 20th day of March, 1997, by PEGGY D. BRIDGES, who produced the following as identification:

personally known




CEDRIC P. HAY
Notary Public