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ACCOUNT NO. : 072100000032

REFERENCE : 322525 80473A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : April 8, 1997

ORDER TIME : 9:40 AM

ORDER NO. : 322525-005

CUSTOMER NO: 80473A

CUSTOMER: Bob J. Howell, Esq  
BILL T. SMITH, JR., P.A.

Suite 402  
980 North Federal Highway  
Boca Raton, FL 33432

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SECRET  
ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 04/08/97 BY 1045

97 APR -8 PM 12:04

FILED

DOMESTIC FILING

NAME: ANDRESS & ANDRESS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS: \_\_\_\_\_

DIVISION OF CORPORATION

97 APR -8 AM 10:36

RECEIVED

84 APR - 8 1997

ARTICLES OF INCORPORATION  
OF  
ANDRESS & ANDRESS, INC

FILED  
97 APR -8 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of this Corporation is ANDRESS & ANDRESS, INC.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 927 15th Place, Vero Beach, FL 32960.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be, 927 15th Place, Vero Beach, FL 32960.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including, but not limited to insurance sales and services and any and all business activities related thereto.

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue

is One Thousand (1,000) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

#### **ARTICLE 6**

##### **PRE-EMPTIVE RIGHTS**

The Corporation elects to have pre-emptive rights and every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

#### **ARTICLE 7**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 927 15th Place, Vero Beach, FL 32960, and the name of the initial registered agent of this Corporation at that address is Bruce J. Andress.

#### **ARTICLE 8**

##### **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Bruce J. Andress, whose address is 927 15th Place, Vero Beach, FL 32960.

#### **ARTICLE 9**

##### **AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

**ARTICLE 10**

**INDEMNIFICATION**

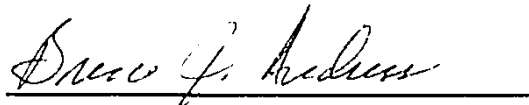
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE 11**

**MEETINGS BY TELECONFERENCING**

Any and all meetings of the Directors or officers may be attended in person or by telephone or other form of electronic conferencing.

The undersigned Incorporator has executed these Articles of Incorporation this 2 day of April, 1997.

A handwritten signature in cursive script, reading "Bruce J. Andress", is written over a horizontal line.

BRUCE J. ANDRESS, Incorporator

DESIGNATION OF REGISTERED AGENT

FOR

ANDRESS & ANDRESS, INC.

FILED  
97 APR -8 PM 12:04  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

ANDRESS & ANDRESS, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named, BRUCE J. ANDRESS, whose address is 927 15th Place, Vero Beach, FL 32960, as its registered agent for service of process within this State.

ACKNOWLEDGMENT:

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 and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.



BRUCE J. ANDRESS