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FLORIDA BAR
BOARD CERTIFIED
CIVIL TRIAL LAWYER

April 14, 1997

NATIONAL BOARD OF
TRIAL ADVOCACY
BOARD CERTIFIED
CIVIL TRIAL ADVOCATE

Department of State
Corporate Records Bureau
Division of Corporations
Tallahassee, Florida 32314
ATTENTION: New Filing Section

700002144587--2

-04/16/97--01022--001

****122.50 ****122.50

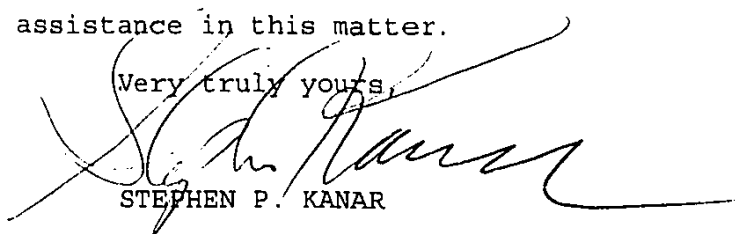
Re: Ky McAteer Insurance Agency, Inc.

Dear Sir:

I enclose herewith Articles of Incorporation for the above named corporation together with one copy thereof. Also enclosed is a check in the amount of \$122.50 for the filing fee of \$35.00, certified copy of \$52.50, and registered agent form of \$35.00.

Thank you for your assistance in this matter.

Very truly yours,


STEPHEN P. KANAR

SPK:ljg
Enclosures

FILED
CLERK OF SUPERIOR COURT
97 APR 16 PM 2:03

4/16/97

ARTICLES OF INCORPORATION
OF
KY McATEER INSURANCE AGENCY, INC.

FILED
SECRETARY OF STATE
97 APR 16 PM 2:03

ARTICLE I. NAME

The name of this corporation is: KY McATEER INSURANCE
AGENCY, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this
corporation is to engage in any activity or business permitted
under the laws of the United States and the State of Florida, and
to effectuate such purposes, may act in any capacity including as
an agent or attorney-in-fact for any person or entity.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue 500 shares of ONE
DOLLAR par value common stock, which shall be designated "Common
Shares."

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered principal
office of this corporation is 650 West Montrose Street, Clermont,
FL 34711, and the name of the initial registered agent of this
corporation at that address is Ky McAteer.

ARTICLE V. INITIAL BOARD OF DIRECTORS

This corporation shall initially have one director. The
corporation may by amendment to the By-laws, increase the Board
of Directors to more than one. This is initially a one person
corporation; provided, however, that by amendment to the By-laws,

the number of officers, directors and stockholders may be increased. The name and address of the director of this corporation is Ky McAteer, 650 West Montrose Street, Clermont, FL 34711.

ARTICLE VI. INCORPORATORS

The name and address of the person signing these Articles is Ky McAteer, 650 West Montrose Street, Clermont, FL 34711.

ARTICLE VII. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.


KY MCATEER

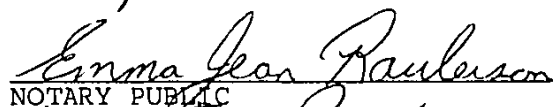
STATE OF FLORIDA
COUNTY OF Lake

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared KY MCATEER, who is personally known to me as the person described as Subscriber in and who executed the foregoing Articles of Incorporation, or who has produced Florida In Lic as identification and who did (did not) take an oath, and he acknowledged before me that he subscribed to those Articles of Incorporation and executed the same.

WITNESS my hand and official seal in the County and State named above, this 11 day of April, 1997.



EMMA JEAN RAULERSON
My Commission CC363050
Expires Apr. 10, 1998
Bonded by ANB
800-852-5878


NOTARY PUBLIC

EMMA JEAN RAULERSON
Printed Notary Signature

My Commission Number: CC 363050

My Commission Expires: April 10, 1998

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 KY McATEER INSURANCE AGENCY, INC., desiring to
organize under the laws of the State of Florida with its initial
registered principal office at 650 West Montrose Street,
Clermont, FL 34711, has named Ky McAteer, located at 650 West
Montrose Street, Clermont, FL 34711 as its agent to accept
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 accept to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.

By: 

Ky McAteer
Registered Agent

FILED
CLERK OF STATE
97 APR 16 PM 2:03