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P.O. BOX 872  
TAMPA, FLORIDA 33601-0872

Please Reply to Main Office

April 25, 1997

Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: THE GREAT SOUTHERN INSURANCE COMPANY

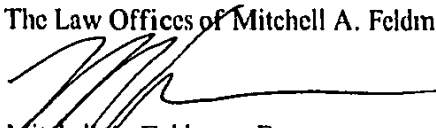
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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Please find an original and one copy of the Articles of Incorporation and Registered Agent with our check of \$70.00 for filing the above captioned proposed corporation.

Thank you for your cooperation in this matter.

Sincerely,  
The Law Offices of Mitchell A. Feldman, P.A.



Mitchell A. Feldman, Esq.

MAFjt

enc.

FILED  
97 APR 28 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR 29 1997  




FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 22, 1997

A. CASERTA  
P. O. BOX 610-126  
NORTH MIAMI, FL 33261

The name GREAT SOUTHERN INSURANCE COMPANY has been reserved for 120 days beginning January 22, 1997. The reservation number is R9700000280 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 797A00002963

**ARTICLES OF INCORPORATION  
OF  
GREAT SOUTHERN INSURANCE COMPANY**

**FILED**  
**97 APR 28 PM 12:39**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE 1. NAME**

The name of the corporation is: GREAT SOUTHERN INSURANCE COMPANY

**ARTICLE 2. DURATION**

The corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE 3. PUPOSE**

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 4. CAPITAL STOCK**

The corporation is authorized to issue One Million (1,000,000) of \$.01 par value shares which shall be designated as common shares.

**ARTICLE 5. REGISTERED AGENT AND OFFICE**

The corporation's initial Registered Agent and Registered Office in the state of Florida is:

Initial Registered Agent: Mitchell A. Feldman

Initial Registered Office: 1031 Ives Dairy Road, Suite 228, Miami, Florida 33179

**ARTICLE 6. MAILING ADDRESS**

The corporation's principle office and mailing address is:

Principle Office: 1031 Ives Dairy Road, Suite 228, Miami, FL 33179

Mailing Address: 1031 Ives Dairy Road, Suite 228, Miami, FL 33179

#### **ARTICLE 7. DIRECTORS**

The number of Directors constituting the initial Board of Directors of the corporation is Two.

The number of Directors may be either increased or decrease from time to time by amendments to the Bylaws, but shall never be less than the number of the initial Board of Directors. The name of the initial Directors are:

Name: Anthony Caserta  
Address: PO Box 610126, North Miami, FL 33261

Name: Samuel A. Feldman  
Address: 2110 NE 206 St., North Miami Beach, FL 33179

#### **ARTICLE 8. INCORPORATORS**

The name and address of the incorporators executing these Articles of Incorporation are:

Incorporator: Anthony Caserta  
Address: PO Box 610126, North Miami, FL 33261

Incorporator: Samuel A. Feldman  
2110 NE 206 St., North Miami Beach, FL 33179

#### **ARTICLE 9. BYLAWS**

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than one hundred twenty (120) days following the issuance of the Certificate of Incorporation. Following the adoption of the bylaws by affirmative vote of 51% of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws. The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and Stockholders.

#### **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. CORPORATE POWERS**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

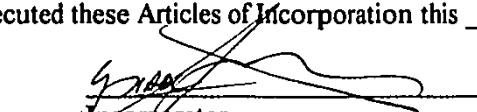
#### **ARTICLE 12. CUMULATIVE VOTING**

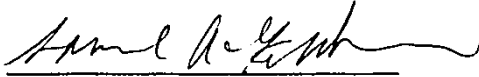
At each election of Directors, every Stockholder entitled to vote shall have the rights to accumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE 13. CONFERENCE TELEPHONE**

The members of the Board of Directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law.

The undersigned incorporator has executed these Articles of Incorporation this 25 day of Apr. 1, 1997.


  
\_\_\_\_\_  
Incorporator

  
\_\_\_\_\_  
Incorporator

STATE OF FLORIDA        )  
                                  ) ss:  
COUNTY OF DADE        )

On this the 25 day of April, 1997, before me the undersigned Notary Public of the State of Florida personally appeared ANTHONY CASERTA and SAMUEL A. FELDMAN, who are personally known to me, whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged that they executed it as their free act and deed for the purposes therein expressed and did take an oath.

My commission expires:

  
\_\_\_\_\_  
Notary Public, State of Florida  
Name of Notary Joy Taylor  
Commission No. CC 520694



JOY T TAYLOR  
My Commission CC520694  
Expires Dec. 25, 1999


**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: GREAT SOUTHERN INSURANCE COMPANY
2. The name and address of the registered agent and office is:

Mitchell Alan Feldman  
1031 Ives Dairy Road, Suite 228  
Miami, Florida 33179

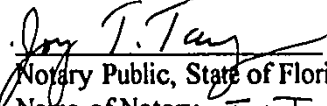
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Registered Agent                      Date: 4/25/97

STATE OF FLORIDA            )  
                                          ) ss:  
COUNTY OF DADE            )

On this the 25 day of April, 1997, before me, the undersigned Notary Public of the State of Florida personally appeared MITCHELL ALAN FELDMAN, who is personally known to me, whose name is subscribed to the within instrument, and he acknowledged that he executed it as his free act and deed for the purposes therein expressed and did take an oath.

My commission expires:

  
Notary Public, State of Florida  
Name of Notary Joy Taylor  
Commission No. CC 520490



JOYT TAYLOR  
My Commission CC520604  
Expires Dec. 25, 1999

FILED  
97 APR 28 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA