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JONES, FOSTER, JOHNSTON & STUBBS, P.A.

ATTORNEYS AND COUNSELORS

FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
ELEVENTH FLOOR
WEST PALM BEACH, FLORIDA 33401

P.O. Box 3475
WEST PALM BEACH, FL 33402-3475
(561) 659-3000
FAX: (561) 832-1454

WRITER'S DIRECT 650-0432
WRITER'S E-MAIL ADDRESS thenry@jones-foster.com

LARRY B. ALEXANDER
CARL ANGLOFF
M. TRACEY BIAHOTTI
CLAY C. BROOKER
JOYCE A. CONWAY
MARGARET L. COOPER
EDWARD DIAZ
REBECCA G. DOANE
DAVID E. DREYER
CHRISTOPHER S. DUKE
H. MICHAEL EASLEY
SCOTT G. HAWKINS
THORNTON M. HENRY
PETER S. HOLTUN
HARRY A. JOHNSTON II

MARK B. KLEINFELD
MICHAEL T. KRANZ
JOHN B. MCCrackEN
SCOTT L. McMULLEN
DAVID PRATT
JOHN C. RANDOLPH
STEVEN J. ROTHMAN
PETER A. SACSIS
SIRNEY A. STUBBS
ALLEN R. TOMLINSON
JOHN S. TROMPER
H. ADAMS WEAVER
LISA S. ZEDERICK

HENRY P. LAJENTIAL
1902-1982
Harry Allison Johnston
1895-1983
R. Bruce Jones
1904-1988
Paul C. Wolfe
1933-1991

Retired
William A. Foster

Of Counsel
Jack A. Plisco

May 1, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

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Gentlemen:

Re: EVELYN & ASSOCIATES, INC.

Enclosed are the original and a copy of the Articles of Incorporation of the captioned proposed corporation. Please file the original and return the copy certified.

A check in the amount of \$122.50 is enclosed to cover the \$35.00 filing fee, the \$35.00 Registered Agent fee, and the \$52.50 fee for the certified copy.

Please note that Article XI of the Articles of Incorporation provides that this corporation shall commence its corporate existence upon the date of execution of the Articles.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By


Thornton M. Henry

Enclosures

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FILED
97 MAY -2 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 5/6/97

**ARTICLES OF INCORPORATION
OF
EVELYN & ASSOCIATES, INC.**

FILED
97 MAY -2 AM 10:50
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of this corporation shall be Evelyn & Associates, Inc.

ARTICLE II

Purpose

This corporation is organized for the purpose of engaging in the insurance brokerage business and for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 10,000 shares of common stock of \$1.00 par value, fully paid and non-assessable.

ARTICLE IV

Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401.

ARTICLE V

Registered Agent/Registered Office

The initial Registered Agent of this corporation is Thornton M. Henry, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have at least one (1) Director. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director(s) shall be included in the By-Laws.

ARTICLE VII

Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the By-Laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such vice-presidents and assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the By-Laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe in the By-Laws a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VIII

Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be provided for in the By-Laws.

ARTICLE IX

Incorporator

The name and address of the incorporator is:

Thornton M. Henry
505 South Flagler Drive, Suite 1100
West Palm Beach, Florida 33401

ARTICLE X

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE XI

Commencement

The corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of May, 1997.



Thornton M. Henry, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Thornton M. Henry, who is personally known to me or who has produced a driver's license as identification, this 12th day of May, 1997.

(NOTARY SEAL)



Notary Public

Print Name: SUSAN SMALL

Commission No.: _____

My commission expires: _____



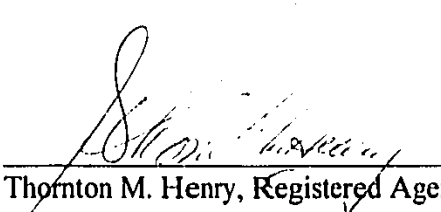
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted
in compliance with said Act:

That Evelyn and Associates, Inc., desiring to organize under the laws of the
State of Florida, has named Thornton M. Henry, located at the Registered Office of the
corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, as its
Registered 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 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.



Thornton M. Henry, Registered Agent

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FILED
97 MAY -2 AM 10:50
TALLAHASSEE, FLORIDA
STATE