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Phillip T. Ridolfo, Jr., Esquire  
4224 Royal Oak Drive  
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(561) 626-0169

May 27, 1997

VIA FEDEX

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-05/29/97--01059--005  
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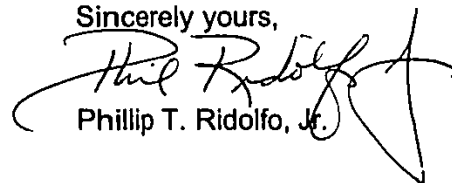
**Re: Articles of Incorporation of Partners Insurance Marketing, Inc.**

Dear Sir/Madam:

Enclosed please find an executed original of the Articles of Incorporation for the above-referenced corporation along with a check payable to the Department of State, Division of Corporations in the amount of \$70.00 in order to cover the filing fee and Registered Agent filing fee. Please send the confirmation letter to the undersigned at the mailing address set forth above.

Thank you in advance for your anticipated cooperation regarding this matter. Of course, in the event that you have any questions regarding this matter, please do not hesitate to call me.

Sincerely yours,

  
Phillip T. Ridolfo, Jr.

Enclosure

FILED  
97 MAY 29 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc 5/30/97

**ARTICLES OF INCORPORATION  
OF  
PARTNERS INSURANCE MARKETING, INC.**

**FILED**  
97 MAY 29 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is Partners Insurance Marketing, Inc. (the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE**

The principal office of the Corporation is located at the following address:

2300 Palm Beach Lakes Blvd., Suite 305  
West Palm Beach, Florida 33407

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - DURATION**

The Corporation shall have perpetual existence commencing as of the date on which these Articles of Incorporation are filed with Florida's Department of State, Division of Corporations.

**ARTICLE V - CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE VI - BYLAWS**

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

#### **ARTICLE VII - INDEMNIFICATION**

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

#### **ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office of the Corporation are:

Phillip T. Ridolfo, Jr., Esquire  
777 South Flagler Drive, Suite 310 East  
West Palm Beach, Florida 33401

#### **ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles are:

Phillip T. Ridolfo, Jr., Esquire  
777 South Flagler Drive, Suite 310 East  
West Palm Beach, Florida 33401

#### **ARTICLE X - INITIAL BOARD OF DIRECTORS**

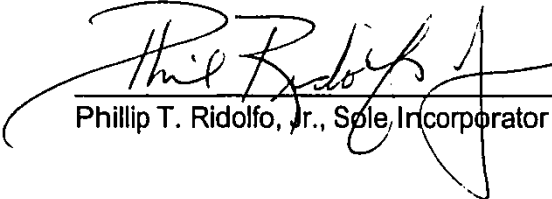
The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation but shall never be less than one (1). The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Marcus Kanahele	2300 Palm Beach Lakes Blvd., Suite 305 West Palm Beach, Florida 33407
Ronda K. Jenkins	2300 Palm Beach Lakes Blvd., Suite 305 West Palm Beach, Florida 33407

**ARTICLE XI - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

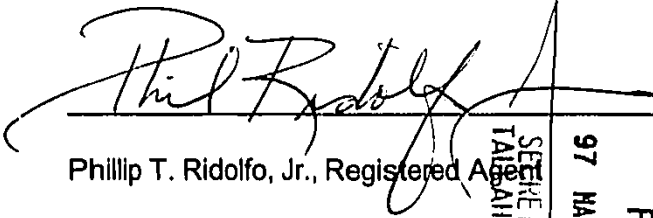
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27<sup>th</sup> day of May, 1997.

  
Phillip T. Ridolfo, Jr., Sole Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 27<sup>th</sup> day of May, 1997.

  
Phillip T. Ridolfo, Jr., Registered Agent

FILED  
97 MAY 29 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA