MADIO & COMPANY

(Via Federal Express)

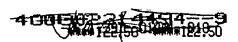
Administrators & Managers

Administrators & Managers

June 16, 1997



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



Re:

Articles of Incorporation

Madio & Company MGA, Inc.

400002214494--9 -06/17/97--01044--018 ****122.50 ****122.50

Gentlemen:

Attached are properly executed Articles of Incorporation and check in the amount of \$122.50. Madio & Company MGA, Inc. is a wholly owned subsidiary of Madio & Company.

EFFECTIVE DATE

6-12-97

Kindly forward certified copy of this document as soon as possible to 3829 Hollywood Blvd., Suite C, Hollywood, FL 33021.

Sincerely,

Ralph R. Madic

RRM:sgh Enc.

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D. BROWN JUN 1 8 1997

ARTICLES OF INCORPORATION

of

Madio & Company MGA, Inc.



EFFECTIVE DATE 6-13-97

ARTICLE I - NAME

The name of the corporation shall be: Madio & Company MGA, Inc.

The principal place of business of this corporation is 3829 Hollywood Blvd., Suite C, Hollywood, Florida 33021.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in or transact any or all insurance sales activities and interaction with insurance agents or related business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually, and the effective date is the date of this subscription.

ARTICLE V - OFFICERS AND DIRECTORS

The names and street addresses of the officers and directors who shall hold office until their successors are elected are:

Russ R. Madio President & Secretary 3829 Hollywood Blvd., Suite C

Hollywood, FL 33021

Grace A. Madio Treasurer

3829 Hollywood Blvd., Suite C Hollywood, FL 33021

Ralph R. Madio
Assistant Secretary
3829 Hollywood Blvd., Suite C

Hollywood, FL 33021

ARTICLE VI - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

Ralph R. Madio 3829 Hollywood Blvd., Suite C Hollywood, FL 33021

ARTICLE VII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE VIII REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this corporation and the street address of the initial Registered Office are as follows: Ralph R. Madio, 3829 Hollywood Blvd., Suite C, Hollywood, Florida 33021.

I hereby accept to act as Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and am familiar with and accept the obligations as set forth in Florida Statutes.

Ralph R. Madio Registered Agent

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

Ralph R. Madio, Assistant Secretary

STATE OF FLORIDA COUNTY OF BROWARD

The foregoing instrument was acknowledged and sworn to before me this 12th day of <u>June</u>, 1997 by <u>Ralph R. Madio</u>.

Eshanddin Khan Notary Public

My Commission Explication

Eshauddin Khan

Low Vishic, State of Florida

Con. List vish No. CC 341421

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