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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 444921 89162A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 27, 1997

ORDER TIME : 10:11 AM

ORDER NO. : 444921-005

CUSTOMER NO: 89162A

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-06/27/97-01048-022
*****70.00 *****70.00

CUSTOMER: Ms. Elaine Brizuela
ANANIA BANDKLAYDER &
BLACKWELL, P.A.
Suite 3300, international Place
100 S.e. Second Street
Miami, FL 33131

DOMESTIC FILING

NAME: HEATH INSURANCE BROKERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

FILED
97 JUN 27 PM 1:55
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN 27 AM 11:29
DIVISION OF CORPORATION

SN JUN 27 1997

ARTICLES OF INCORPORATION
OF
HEATH INSURANCE BROKERS, INC.

FILED
97 JUN 27 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be HEATH INSURANCE BROKERS, INC., having its principal place of business at 3100 Monticello, Suite 900, Dallas, Texas 75205-3450.

ARTICLE II

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

This corporation may engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV

The capital stock of this corporation shall consist of 5,000 shares of common stock of One Cent (\$.01) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V

The name and address of the initial registered agent of the corporation shall be CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time, unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the initial officers of the corporation, who shall hold office for the first year of the corporation, or until their successors are duly elected and qualified shall be:

Vice President/Treasurer:

Donna J. Kemp
3100 Monticello, Suite 900
Dallas, Texas 75205-3450

Secretary:

Marshall Kath
3100 Monticello, Suite 900
Dallas, Texas 75205-3450

ARTICLE VIII

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

Donald A. Blackwell
Anania, Bandklayder & Blackwell
One International Place, Suite 3300
100 S.E. Second Street
Miami, FL 33131

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who also is a director or an officer of such other corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X


The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and book of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.
2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.
3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.
4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.
5. The power to adopt, alter, and repeal By-laws shall be in the Board of Directors of the corporation or in the stockholders; By-laws adopted by the Board of Directors may be altered or repealed by the stockholder and vice versa, except that the stockholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 26th day of June, 1997.


Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Donald A. Blackwell, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 26th day of June, 1997.


Notary Public, State of Florida



ELAINE M BRIZUELA
My Commission CC500303
Expires Nov. 06, 1999

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

CT Corporation System, a Florida corporation, authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CT CORPORATION SYSTEM

By *Vicki Goldstein*
Its Agent

VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

FILED
97 JUN 27 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA