

BLEDSON, SCHMIDT & LIPPES, P.A.

ATTORNEYS AT LAW

JAMES A. BLEDSON, JR.
TERRANCE E. SCHMIDT
HAROLD S. LIPPES

SUITE 1818 - RIVERPLACE TOWER
1301 RIVERPLACE BOULEVARD
JACKSONVILLE, FLORIDA 32207
(904) 398-1818
TELECOPIER (904) 398-7073

STEPHEN K. MOONLY
CHERYL A. ROBERSON

P97000073688

100002275661--2
-08/25/97--01045--011
****131.25 ****131.25

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Pro-Tec Dealer Services, Inc.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the articles of incorporation and a check in the amount of \$131.25. This check will cover a filing fee, certified copy and certificate.

Thank you for your assistance with this matter.

Very truly yours,

Harold Lippes
Harold S. Lippes

HSL/ccv
Enclosures

21003.1

97 AUG 25 AM 8:37

FILED
DIVISION OF STATE
CORPORATIONS

RP
8.26.97

ARTICLES OF INCORPORATION

OF

Pro-Tec Dealer Services, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 25 AM 8:37

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the corporation is Pro-Tec Dealer Services, Inc.

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed by the Secretary of State.

Article III

Nature of Business

This purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida. Its primary focus is solicitation of insurance and insurance related products for automobile dealerships.

Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with \$5.00 par value per share.

(b) Preemptive Rights. Shareholders shall have preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article V

Initial Registered Office and Agent

The street address of the principal office of this corporation is 6745 Phillips Industrial Blvd., Jacksonville, FL 32256. The registered agent of this corporation is Harold S. Lippes, Esquire of 1301 Riverplace Blvd., Suite 1818, Jacksonville, Florida 32207.

Article VI

Directors

(a) Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Derek Siewert President/Director	6745 Phillips Industrial Blvd. Jacksonville, FL 32256

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

The name and street address of the incorporator of this corporation is:

Derek Siewert
6745 Phillips Industrial Blvd.
Jacksonville, FL 32256

Article IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 20th day of August, 1997.

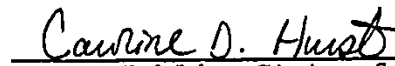

Derek Siewert

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 20th day of August, 1997, by Derek Siewert.



CAROLINE D. HURST
COMMISSION # CC 671016
EXPIRES NOV 14, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public, State of Florida
at Large
My Commission expires: November 14, 1999

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

Pro-Tec Dealer Services, Inc.

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

Pro-Tec Dealer Services, Inc., (a corporation), desiring to
organize or qualify under the laws of the State of Florida with its
registered office, as indicated in the Articles of Incorporation,
has designated the following registered agent and registered office
to accept service of process within Florida:


Harold S. Lippes
1301 Riverplace Blvd., Suite 1818
Jacksonville, FL 32256.


Harold S. Lippes

Dated: August 22nd, 1997.

Acknowledgment

Having been named to accept service of process for the
above stated Corporation, at the place designated in this Certifi-
cate, 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.


Harold S. Lippes