CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 29 PM 3:05

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EFFECTIVE DATE
8·26·97

J.W Edens & Co, Inc.

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✓ Art of Inc. File______
____ LTD Partnership File______
____ Foreign Corp. File______
____ L.C. File______
____ Fictitious Name File______
____ Name Reservation______
____ Merger File______
____ Art. of Amend. File______
____ RA Resignation______
____ Dissolution / Withdrawal______
____ Annual Report / Reinstatement______
2 ✓ Cert. Copy______
____ Photo Copy______
____ Certificate of Good Standing______
____ Certificate of Status______
____ Certificate of Fictitious Name______
____ Corp Record Search______
____ Officer Search______
____ Fictitious Search______
____ Fictitious Owner Search______
____ Vehicle Search______
____ Driving Record______
____ UCC 1 or 3 File______
____ UCC 11 Search______
____ UCC 11 Retrieval______
____ Courier______

Signature

Requested by: OBB 8·29 1243
Name Date Time

Walk-In ______ Will Pick Up ______

RP
8-29-97

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ARTICLES OF INCORPORATION

OF

J. W. EDENS & CO., INC.

I, the undersigned, hereby subscribe to these Articles of Incorporation, under and by virtue of the laws of the State of Florida, for the purpose of becoming a corporation, under and pursuant to the following Articles.

ARTICLE I.

The name of the corporation shall be:

J. W. EDENS & CO., INC.

ARTICLE II.

The general nature of the business to be transacted by the corporation shall be as follows:

To provide the sale of insurance and risk management to inviduals and businesses.

To perform any and all other functions incidental to the above.

To do any such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

The corporation may otherwise do any lawful act not prohibited by law including the provisions hereinafter enumerated in Article X of this Charter.

ARTICLE III.

The maximum number of shares of stock that the corporation is authorized to have outstanding in any one time shall be Seven Thousand Five Hundred shares of the par value of One Dollar ($1.00) per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and non-assessable.

ARTICLE IV.

The amount of capital with which this corporation will begin business shall be in the sum of FIFTEEN HUNDRED DOLLARS ($1,500.00).

ARTICLE V.

The corporation shall be effective August 26, 1997 and shall have perpetual existence.

ARTICLE VI.

The principal office of the corporation shall be 758 Country Club Drive, 700 South Hopkins Avenue, Titusville, Florida 32780, and the mailing address is the same. The Board of Directors may from time to time, move the principal office to any other address.

ARTICLE VII.

The initial number of directors of this corporation shall be one (1) provided, however, that the number of directors may be increased, from time to time, to not more than five (5) nor less than one (1) by provisions of the By-Laws adopted by the stockholders.

ARTICLE VIII.

The names and post office addresses of the members of the first Board of Directors and Officers, who, subject to the provisions of the By-Laws of these Articles of Incorporation shall hold office for the first annual meeting of the stockholders of the corporation or until their successors are elected or appointed and have qualified, are as follows:

J. Wayne Edens	President	758 Country Club Drive Titusville, FL 32780

The above named director/officer is also the incorporator.

ARTICLE IX.

The street address of the initial registered office of the corporation and the name of its registered agent at such address is: J. WAYNE EDENS, 758 Country Club Drive Titusville, FL 32780.

ARTICLE X.

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation.

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set

forth by the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the Articles of Incorporation or amended thereto, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

2. The initial By-Laws may be adopted by the subscribers hereto. Subject always to such By-Laws of the corporation, by any By-Laws adopted, altered, or amended by the Directors may be altered, amended or repealed by the stockholders.

3. The corporation shall have such officers as may be from time to time provided in the By-Laws and such officers shall be designated in such manner and shall hold their office for such terms and shall have such powers and duties as may be prescribed by the By-Laws or and may be determined from time to time by the Board of Directors subject to the By-Laws.

4. No contract or other transaction between the corporation and any other firm, association or corporation shall be effective or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in or is a member, director of officer, or are members, directors or officers of such other firm or corporation; and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act, or transaction with any person, firm, association or corporation shall be affected

or invalidated by the fact that any director or directors of the corporation is a party or parties to or have an interest in such contract, act, or transaction or are in any way connected with such person, firm, association or corporation; and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

ARTICLE XI.

This corporation reserves the right to amend, alter, change, or appeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on the stockholders herein are granted subject to this reservation. Every such amendment shall be approved by the holders of not less than two-thirds (2/3) of the stock of the corporation then outstanding.

ARTICLE XII.

The corporation shall have the power to include in its By-Laws any regular or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders. The manner in form, as well as the relevant terms, conditions, and details hereof shall be determined by the stockholders of this corporation; provided however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provisions or a summary or notation of the same shall be plainly written upon the certificate evidencing the ownership of said stock.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereupon set my hands and seal this 26th day of August, 1997, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

J. WAYNE EDENS, President
Incorporator/Director

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME personally appeared J. WAYNE EDENS, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of August, 1997.

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 29 PM 3:05

CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN THIS STATE

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Act.

J. W. EDENS & CO., INC. desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 758 Country Club Drive, Titusville, Florida 32780, has named J. WAYNE EDENS, 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 accept to acct in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: ______________________
J. WAYNE EDENS
Registered Agent

Dated: 8/28/97