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Charter Number Only

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Requester's Name
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Fields Insurance, Inc.

Empire Toll Free: 1-800-432-3028

- | | | |
|----------------------------------------------------|---------------------------------------------|-----------------------------------------------------|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Mail Out |
| <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up | |

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|----------------|
| Name |
| Availability |
| Document |
| Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

Certified Copy

K. Hoffs SEP 5 1997

**Articles Of Incorporation
Of
Fields Insurance, Inc.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be Fields Insurance, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

The holders of common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, shares of common stock of this corporation which may be issued from time to time for money, property or past services in addition to the stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and registered agent is:

John K. Eastham, Jr., Esq.
138 W. Palmetto Park Road
Boca Raton, Florida 33432

The initial registered agent, upon accepting this designation, agrees to comply with the provisions of Section 48.091 of the Florida Statutes as amended from time to time with regard to keeping the office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than four (4).

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

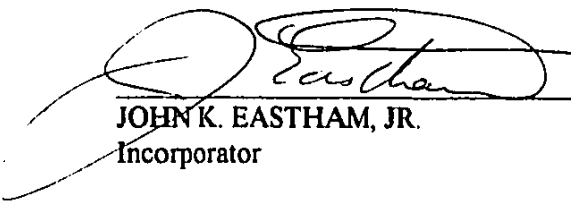
ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: JOHN K. EASTHAM, JR., 138 West Palmetto Park Road, Boca Raton, Florida 33432.

ARTICLE X - PRINCIPAL PLACE OF BUSINESS

The principal place of business of Fields Insurance, Inc. is 500 Northeast Spanish River Boulevard, Suite 31, Boca Raton, Florida 33431.

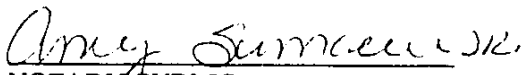
IN WITNESS WHEREOF, I have subscribed my name this 2nd
day of September, 1997.


JOHN K. EASTHAM, JR.
Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation of Fields Insurance, Inc., were acknowledged before me by JOHN K. EASTHAM, JR., as Incorporator, who is personally known to me this 2nd day of September, 1997.


NOTARY PUBLIC



AMY SUMACEWSKI
My Commission CC368225
Expires Apr. 27, 1998
Bonded by HAI
800-422-1555

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the state of Florida.

1. The name of the corporation is: Fields Insurance, Inc.
2. The name and address of the registered agent and office is: JOHN K. EASTHAM, JR.,
138 West Palmetto Park Road, Boca Raton, Florida 33432.



JOHN K. EASTHAM, JR.



Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

JOHN K. EASTHAM, JR.

DATE: 

9/2/97

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TALLAHASSEE, FLORIDA