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ORLANDO INSURANCE GROUP, INC.
3001 ALOMA AVENUE, STE 200
WINTER PARK, FLORIDA 32792

October 15, 1997

Department of State
Division of Corporations
Dave Mann, Director
Post Office Box 6327
Tallahassee, Fl 32301

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97 NOV 10 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Director:

I am enclosing my check in the amount of \$70.00 to cover the cost of the filing fee and the registered agent fee, together with an original of my articles of Incorporation.

Please file the above and notify me at the letter head address.

Sincerely,

Phyllis Rosenberg
PR/ec

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-11/14/97-01048-017
*****70.00 *****70.00

QN 11-14-97

ARTICLES OF INCORPORATION
OF
ORLANDO INSURANCE GROUP, INC.

We, the undersigned, hereby associates ourselves together for the purpose of becoming a corporation under and by virtue of the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

ORLANDO INSURANCE GROUP, INC.

ARTICLE II

The object and purpose of this corporation and the general nature of the business or businesses to be transacted shall be as follows:

1. To operate A personal and commercial General Insurance sales business..
2. To engage in all other Lawful businesses.
3. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
4. To borrow money of any person, firm or corporation, to issue bonds, debentures or obligations of this corporation from time to time for any objects or purposes of the corporation and to secure same by mortgage, pledge or by any other lawful means.
5. To have officers, conduct its business and promote its objects within or without the State of Florida, in other States, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as to place or amount.
6. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, whether in the States of Florida or throughout the United States, or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the

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businesses hereinbefore described, or any part or parts thereof, if not inconsistent with the Laws of the State of Florida.

7. In general, this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

8. To the fullest extent permitted by this Corporation a director and/or officer and/or stockholder of this Corporation shall not be liable to the corporation or its stockholders and/or others for monetary damages for breach of fiduciary duty as a director, officer and/or stockholder.

9. To the fullest permitted by the Florida General Corporation Law a director, officer and/or stockholder shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The post office address of the principal office of the corporation in the State of Florida shall be 3001 Aloma Ave., Winter Park, FLORIDA 32792 and its mailing address shall be the same.

ARTICLE V

The capital stock of the corporation shall consist of 100 shares of common stock at no par value.

ARTICLE VI

The amount of capital with which the corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE VII

The business of the corporation shall be conducted by a Board of not less than one director. The name and post office address of the first Board of Directors is as follows:

3001 Aloma Ave., STE 200, Winter Park, FLORIDA 32792

This director shall hold office for the first year of existence of the corporation or until the successors are elected and have qualified.

ARTICLE VIII

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The officer of the corporation shall be: a president, vice-presidents, secretary, and treasurer. The number of vice presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors or until the successor or successors have been elected and have qualified, the following shall be the officer of the corporation:

PRESIDENT: PHYLLIS ROSENBERG
VICE PRESIDENT, SECRETARY, PHYLLIS ROSENBERG
& TREASURER: PHYLLIS

ARTICLE IX

The name and post office address of the subscriber of the Articles of Incorporation and a statement of the number of shares of stock which each subscriber agrees to take, are as follows:

PHYLLIS ROSENBERG	100 Shares
3001 Aloma Ave, STE 200	
Winter Park, Florida 32792	

ARTICLE X

The annual meeting of the stockholders shall be held on the first Monday of each year, or at such other time as may be fix by the By-Laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.

The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board to be held annually immediately following the annual stockholders meeting.

The time, place and manner of calling meetings of the stockholders or Directors shall be fixed by the by-laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of such other officers and agents as the Board may deem advisable and proper, and may take such action not inconsistent with the Articles of Incorporation, and the by-laws of the corporation and the laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the corporation.

The Board of Directors shall appoint a resident agent as required by the laws of the State of Florida

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ARTICLE XI

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The highest amount of liability to which this corporation is subject at any time, subject itself, shall be unlimited.

ARTICLE XII

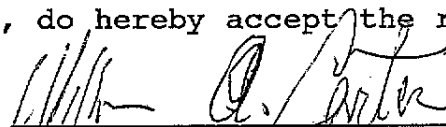
A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the corporation and adoption of the by-laws and the transaction of such other business as may be desired.

ARTICLE XIII

The registered office and the registered agent shall be as follows:

William A. Carter
6120 Castlewood Lane
Orlando, Florida 32808

I, REGISTERED AGENTS NAME, do hereby accept the registered agent designation.


William A. Carter

IN WITNESS WHEREFORE, we have hereunto set our hands and seal at Orlando, Orange County, this 3rd day of October 1997.

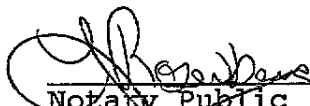

PHYLLIS ROSENBERG

(Seal)

STATE OF FLORIDA:
COUNTY OF ORANGE:

BEFORE ME, the undersigned authority, personally appeared PHYLLIS ROSENBERG known by me to be the person described herein and who signed the Corporate Articles of Incorporation and who acknowledged before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Orlando, Orange County, Florida, this 3rd day of October 1997.


Notary Public

My commission expires:

4.

NOTARY PUBLIC
STATE OF FLORIDA
T. ROSENBERG
COMMISSION # CC 654255
EXPIRES JUN 9, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.