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DECEMBER 17, 1997

JOHN M. SHORT
13825 US HWY 19 - STE 400
HUDSON, FL 34667

800002377858--4
-12/19/97--01076--008
****122.50 ****122.50

STATE OF FLORIDA
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

RE: ARTICLES OF INCORPORATION
GIBRALTAR INSURANCE SERVICES, INC.

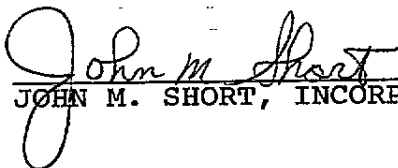
GENTLEMEN:

ENCLOSED PLEASE FIND THE ARTICLES OF INCORPORATION FOR
GIBRALTAR INSURANCE SERVICES, INC., IN DUPLICATE, TOGETHER
WITH MY CHECK IN THE AMOUNT OF \$122.50 TO COVER THE COSTS
OF INCORPORATING.

IT IS REQUESTED THAT YOU FORWARD A CERTIFIED COPY OF THE
REFERENCED ARTICLES TO ME AT 13825 US HWY 19 - STE 400,
HUDSON, FL 34667.

PLEASE MAKE THE EFFECTIVE DATE, THE DATE OF INCORPORATION.

VERY TRULY YOURS,


JOHN M. SHORT, INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 19 AM 10:12

FILED

BB 12/22/97

ARTICLES OF INCORPORATION

OF

GIBRALTAR INSURANCE SERVICES, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER, TO FORM A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE CORPORATION WILL BE NAMED GIBRALTAR INSURANCE SERVICES, INC. HAVING BOTH PRINCIPAL AND MAILING ADDRESSES LOCATED AT 13825 US HWY. 19, SUITE 402, HUDSON, FL 34667.

ARTICLE II

THE GENERAL NATURE OF BUSINESS, AND THE OBJECTS AND PURPOSES TO BE TRANSACTED AND CARRIED ON, ARE TO DO ANY AND ALL OF THE THINGS, HEREIN MENTIONED AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, VIZ., THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA AND SHALL POSSESS ALL OF THE POWERS GRANTED CORPORATIONS, UNDER THE PROVISIONS OF CHAPTER 607, OF THE FLORIDA STATUTES.

ARTICLE III

THE AUTHORIZED CAPITAL STOCK OF THIS CORPORATION SHALL BE 100 SHARES OF COMMON STOCK, HAVING A PAR VALUE OF \$1.00 PER SHARE.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL COMMENCE BUSINESS, SHALL BE \$100.00.

ARTICLE V

THE CORPORATION SHALL COMMENCE UPON COMPLIANCE WITH THE REQUIREMENTS OF THE FLORIDA LAW, AND ITS EXISTENCE SHALL BE PERPETUAL.

ARTICLE VI

THE NAMES AND MAILING ADDRESSES OF THE SUBSCRIBERS TO THE CERTIFICATE OF INCORPORATION ARE:

<u>NAME</u> -----	<u>ADDRESS</u> -----
JOHN M. SHORT	13825 US HWY 19 - STE 400 HUDSON, FL 34667
TODD WOLF	13825 US HWY 19 - STE 200 HUDSON, FL 34667

ARTICLE VII

THE NAME AND STREET ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE, OF THE CORPORATION OR UNTIL SUCESSORS ARE ELECTED OR APPOINTED, PURSUANT TO THE BY LAWS OF THIS CORPORATION, ARE AS FOLLOWS:

<u>NAME</u> -----	<u>ADDRESS</u> -----
JOHN M. SHORT	13825 US HWY 19 - STE 400 HUDSON, FL 34667
TODD WOLF	13825 US HWY 19 - STE 200 HUDSON, FL 34667

ARTICLE VIII

THE CORPORATION SHALL BE GOVERNED BY A BOARD OF DIRECTORS OF NOT LESS THAN ONE (1), NOR MORE THAN THREE (3) DIRECTORS, WITH THE EXACT NUMBER TO BE ESTABLISHED BY THE BYLAWS OF THE CORPORATION.

ARTICLE IX

THE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY A MAJORITY OF THE STOCKHOLDERS ENTITLED TO VOTE THEREON, AT A MEETING FOR SAID PURPOSE, UNLESS ALL DIRECTORS AND STOCKHOLDERS SIGN A WRITTEN STATEMENT, SETTING FORTH THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES BE MADE.

ARTICLE X

PURSUANT TO SECTION 48.091 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO BE IN COMPLIANCE WITH SAID ACT:

GIBRALTAR INSURANCE SERVICES, INC., DESIRES TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, HAVING ITS REGISTERED OFFICE AT 13825 US HWY 19 - STE 402, HUDSON, FL, APPOINTS JOHN M. SHORT, WHO RESIDES AT 13825 US 19 - STE 400, HUDSON, FL 34667, AS ITS REGISTERED AGENT, TO ACCEPT SERVICE IN THIS STATE, AT THE ABOVE ADDRESS.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL THIS 17th DAY OF December 1997.

AS TO ALL INCORPORATORS:

Melissa D'Amico
WITNESS
Melissa D'Amico

Dominique Conner
WITNESS
DOMINIQUE CONNER

STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED JOHN M. SHORT AND TODD WOLF, THE INCORPORATORS DESCRIBED IN THE FOREGOING ARTICLES OF INCORPORATION, WHO AFTER BEING DULY SWORN, STATED THAT THEY DID EXECUTE THE ARTICLES FOR THE PURPOSES AS EXPRESSED THEREIN.

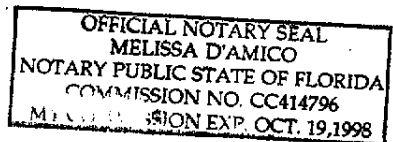
SWORN TO AND SUBSCRIBED BEFORE ME THIS 17th DAY OF December A.D. 1997
ID EXAMINED FL Drivers License

MY COMMISSION EXPIRES:

DOCUMENT PREPARED BY: JOHN M. SHORT


John M. Short
JOHN M. SHORT, INCORPORATOR
Todd Wolf
TODD WOLF, INCORPORATOR

Melissa D'Amico
NOTARY PUBLIC Melissa D'Amico



ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT TO ACT IN THIS CAPACITY, AND DO AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


JOHN M. SHORT
REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF PASCO

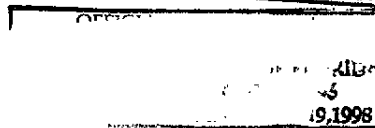
BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED JOHN M. SHORT, TO ME KNOWN AS THE SAME PERSON, NAMED IN THE FOREGOING ACKNOWLEDGEMENT, WHO, AFTER BEING DULY SWORN, DEPOSES AND SAYS THAT HE EXECUTED SAID ACKNOWLEDGEMENT FOR THE PURPOSES AS THEREIN EXPRESSED.

SWORN TO AND SUBSCRIBED BEFORE ME THIS 17th DAY OF December A.D. 1997.
IDENTIFICATION EXAMINED FL Drivers License

MY COMMISSION EXPIRES:


NOTARY PUBLIC Melissa D'Amico

OFFICIAL NOTARY SEAL
MELISSA D'AMICO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC414796
MY COMMISSION EXP. OCT. 19, 1998



FILED
97 DEC 19 AM 10:12
CLERK OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT PREPARED BY: JOHN M. SHORT