



P98000006904

ACCOUNT NO. : 072100000032

REFERENCE : 677758 4340257

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 22, 1998

ORDER TIME : 10:15 AM

ORDER NO. : 677758-015

CUSTOMER NO: 4340257

CUSTOMER: Kathleen Haggerty, Legal Asst.
SMITH, HULSEY & BUSEY

225 Water St. / Ste. 1800
First Union National Bank Twr.
Jacksonville, FL 32202

000002408720--7
-01/22/98--01063--001
*****280.00 *****70.00

DOMESTIC FILING

NAME: HIGH MARK INSURANCE AND
FINANCIAL SERVICES OF POLK
COUNTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

gf 1/22/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 PM 2:13

RECEIVED
98 JAN 22 PM 12:19
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
HIGH MARK INSURANCE AND FINANCIAL SERVICES
OF POLK COUNTY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 PM 2:13

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of this Corporation is High Mark Insurance and Financial Services of Polk County, Inc.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 10575 Old Dixie Highway, St. Augustine, Florida 32095.

ARTICLE III-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of \$1.00 per share.

ARTICLE IV-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE V-INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI-INCORPORATOR

The name and street address of the incorporator are Dennis L. Blackburn, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

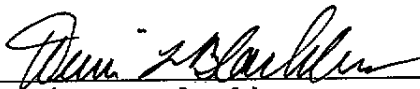
ARTICLE VII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE VIII-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of January, 1998.


Dennis L. Blackburn

229820

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, High Mark Insurance and Financial Services of Polk County, Inc., 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 High Mark Insurance and Financial Services of Polk County, Inc.

2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: M. Richard Lewis, Jr.
M. Richard Lewis, Jr.
Vice-President

Date: January 21, 1998