

P980-00007001

7040-4 W. Palmetto Park Road, Suite 399
Boca Raton, FL 33433

January 20, 1998

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

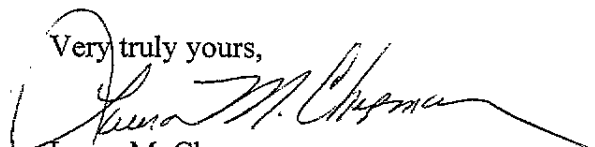
FILED
98 JAN 21 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: The Palmetto Agency, Inc.

To whom it may concern:

Please find enclosed the original Articles of Incorporation, one copy and the filing fee of \$122.50 for same. Please additionally find enclosed a return UPS envelope for same. Should you have any questions regarding the above or the enclosed.

Very truly yours,



Laura M. Chapman

LMC/sm

Encl.

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ARTICLES OF INCORPORATION

OF

THE PALMETTO AGENCY, INC.

ARTICLE I - NAME

The name of this Corporation is THE PALMETTO AGENCY, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing immediately.

ARTICLE III - PURPOSE

The Corporation may engage in any and all lawful activities of business as permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and the principal office of this Corporation is :

LAURA M. CHAPMAN
7040-4 W. Palmetto Park Road
Suite 399
Boca Raton, FL 33433

ARTICLE VI - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

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98 JAN 21 PM 3:14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - PREEMPTIVE RIGHTS

Every stockholder, eligible to be a shareholder of the Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles is LAURA M. CHAPMAN, 7040-4 W. Palmetto Park Road, Suite 399, Boca Raton, FL 33433.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 20 day of January, 1998.


LAURA M. CHAPMAN

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept Service of Process for the Above-named Corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned individual agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this 20 day of January, 1998.


LAURA M. CHAPMAN
(Registered Agent)

STATE OF FLORIDA)

SS.:

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, in the State of and County set forth above, personally appeared LAURA M. CHAPMAN, personally known to me and known by me to be the person who, as Registered Agent, executed the foregoing Articles of Incorporation of THE PALMETTO AGENCY, INC., and she did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in the State and County aforesaid this 20 day of January, 1998.



John L DeLisa
My Commission C600806
Expires November 11 2000

John L. DeLisa
NOTARY PUBLIC

My commission expires: *Nov. 11, 2000*

Personally Known ✓

Identification Produced

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98 JAN 21 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA