

CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Insurance Advisors Marketing
Group Inc.

FILED
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DIVISION OF CORPORATIONS

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✓ Art of Inc. File Cert 01/27/98-01019-023
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___ LTD Partnership File

___ Foreign Corp. File

___ L.C. File

___ Fictitious Name File

___ Trade/Service Mark

___ Merger File

___ Art. of Amend. File

___ RA Resignation

___ Dissolution / Withdrawal

___ Annual Report / Reinstatement

✓ Cert. Copy

___ Photo Copy

___ Certificate of Good Standing

___ Certificate of Status

___ Certificate of Fictitious Name

___ Corp Record Search

___ Officer Search

___ Fictitious Search

___ Fictitious Owner Search

___ Vehicle Search

___ Driving Record

___ UCC 1 or 3 File

___ UCC 11 Search

___ UCC 11 Retrieval

___ Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

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DIVISION OF CORPORATIONS

RP
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ARTICLES OF INCORPORATION

OF

INSURANCE ADVISORS MARKETING GROUP, INC.

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The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "corporation") is INSURANCE ADVISORS MARKETING GROUP, INC. The mailing address and principal place of business of the corporation shall be 18309 S.E. Federal Highway, Tequesta, Florida 33469.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida or any other state, territory, country, or nation. This corporation shall have all of the powers conferred upon corporations under the Florida Business Corporation Act, as said Act may be amended, from time to time.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is seven thousand five hundred (7,500), all of which shall have a par value of One (\$1.00) Dollar and are of the same class and are to be common shares.

FIFTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation, and any and all of such shares, bonds, securities or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have become authorized but unissued shares, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any such holder.

SIXTH: The address of the initial registered office of the corporation in the State of Florida is 9906 S.W. Ventura Drive, Palm City, Florida 34990, and the name of its initial registered agent at said address is George DeMello, Jr.

SEVENTH: The number of directors constituting the initial Board of Directors is two (2).

The name and address of each person who is to serve as a member of the initial Board of Directors of the corporation follows:

<u>NAME</u>	<u>ADDRESS</u>
George DeMello, Jr.	9906 S.W. Ventura Drive Palm City, FL 34990
Allen Kreisberg	19195 Mystic Point Dr., #2005 Aventura, FL 33180

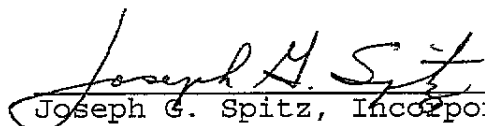
EIGHTH: The name and address of the incorporator is as follows:

Joseph G. Spitz	18309 SE Federal Highway Tequesta, FL 33469
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NINTH: To the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended from time to time, and in accordance with the provisions of the by-laws adopted from time to time, the corporation shall indemnify any and all persons whom it may indemnify under said provisions from and against any and all of the expenses, including attorneys' fees, judgements, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, including any appeal thereof. Such indemnification shall not be deemed to be exclusive of any other rights to which a person indemnified hereunder may be entitled under the by-laws, or under any agreement, vote of shareholders or disinterested directors, or otherwise, both as to matters arising by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the corporation, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: The corporate existence of the corporation shall commence and these Articles shall be effective as of January 27, 1998.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on January 26, 1998 at 10:00 A.M., in the Village of Tequesta, State of Florida.



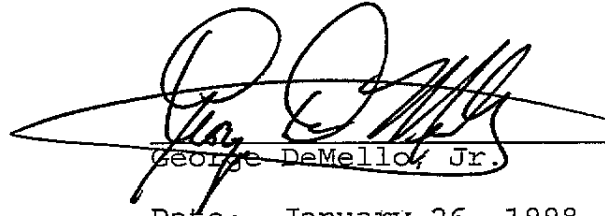
Joseph G. Spitz, Incorporator

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.

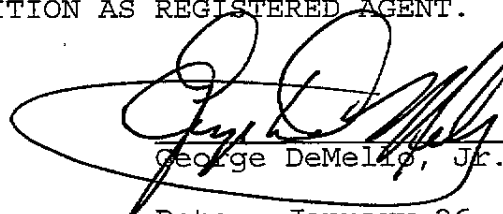
1. The name of the corporation is INSURANCE ADVISORS MARKETING GROUP, INC.
2. The name and address of the registered agent and office is:

George DeMello, Jr.
9906 S.W. Ventura Drive
Palm City, FL 34990


George DeMello, Jr.

Date: January 26, 1998

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.


George DeMello, Jr.

Date: January 26, 1998

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