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January 26, 1998

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: VALCO INSURANCE SERVICES, INC.

000002414270--5  
-01/28/98--01040--029  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:


Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation of VALCO INSURANCE SERVICES, INC. for filing with your office.

Additionally, I am enclosing Ms. Barbara Canavan's check in the amount of \$122.50, representing the filing fee and cost for a certified copy of the filed Articles of Incorporation.

Upon your filing of the enclosed Articles, kindly return a certified copy of same to my office in the self-addressed stamped envelope enclosed.

Should you have any questions, please do not hesitate to contact my office.

Very truly yours,

  
DARRYL P. FIGUEROA

DPF/md  
Enclosures

EFFECTIVE DATE  
1-23-98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 28 PM 3:19

1-30-98  
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**ARTICLES OF INCORPORATION**  
**OF**  
**VALCO INSURANCE SERVICES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a Corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this Corporation shall be **VALCO INSURANCE SERVICES, INC.**

**ARTICLE II**

**PURPOSE**

This Corporation is organized for the purpose of engaging in insurance sales and services and insurance related business and other lawful business.

**ARTICLE III**

**CAPITAL STOCK**

**EFFECTIVE DATE**

**1-23-98**

The capital stock of this Corporation shall consist of 100 (one-hundred) shares of common stock no par value, and nonassessable.

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

The principal place of business and mailing address of this Corporation shall be 707 Chillingworth Drive South, Suite 21, West Palm Beach, Florida 33409. The initial registered office of this Corporation shall be located at 707 Chillingworth Drive South, Suite 21, West Palm Beach, Florida 33409, and the name of the initial Registered Agent of this Corporation shall be Barbara Ann Canavan.

**ARTICLE V**

**INITIAL BOARD OF DIRECTORS**

This Corporation shall initially have two (2) Director. The number of Directors may be

changed from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors are Barbara Ann Canavan, whose address is 4881 Dolphin Drive, Lake Worth, Florida 33463, and Maria Valerio, whose address is 9353 Rodeo Drive, Lake Worth, Florida 33467.

**ARTICLE VI**  
**SPECIAL PROVISIONS**

The following special provisions shall govern this Corporation:

1. The time and place of the annual Shareholder's meeting and the annual Director's meeting shall be fixed and provided for in the By-Laws, and notice of same shall be given in one of the methods provided by law. Any Shareholder or Director may waive notice of the time, place and purpose of any meeting, either before, at, or after such meeting.

2. There shall be a President, Vice-President, Secretary and Treasurer of this Corporation, and such assistants as the Shareholder may, by resolution, determine to be necessary and/or as provided in the By-Laws. This Corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the Shareholder and/or in the By-Laws. Any person may hold two or more offices. The Shareholder may, at any time, by majority vote at a duly called and noticed meeting, declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, Director may, at any time, by majority vote at a duly called and noticed meeting, declare any office vacant or remove any officer and elect a successor thereto.

3. The Director may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

4. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or directorship in this Corporation.

5. No contract or other transaction between the Corporation and any other

Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Officers or Directors of the Corporation is or are interested in, or is an Officer or Director, or are Officers or Directors of such other corporations, and any Officer, Officers or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation, or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Officer, Officers or Directors of the Corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or Corporation, and each and every person who may become an Officer or Director of this Corporation is hereby relieved from any liability that might otherwise exist from, thus contracting with the Corporation for the benefit of himself or any firm, association or Corporation which he may be in any way interested.

#### **ARTICLE VII**

##### **OFFICERS**

The officers of the Corporation who shall conduct the business of the Corporation during the first year of its existence, or until their successors are elected and qualified, shall be: Barbara Ann Canavan, President and Treasurer, and Maria Valerio, Vice President and Secretary.

#### **ARTICLE VIII**

##### **INCORPORATOR**

The name and address of the incorporator is:

BARBARA ANN CANAVAN  
4881 Dolphin Drive  
Lake Worth, Florida 33463

#### **ARTICLE IX**

##### **AMENDMENT**

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and

all rights conferred on officers and shareholders herein are granted subject to this reservation.

**ARTICLE X**

**COMMENCEMENT**

The Corporation is to exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statutes §607.167, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has subscribed to these Articles of Incorporation this 23rd day of January, 1998.

  
BARBARA ANN CANAVAN, Incorporator

STATE OF FLORIDA        )  
                                  )SS:  
COUNTY OF PALM BEACH)

Before me, the undersigned authority, personally appeared BARBARA ANN CANAVAN, to be personally known and who has produced \_\_\_\_\_ as Identification and to be the person described in and who executed the foregoing Articles Of Incorporation and who acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal in the County and State aforesaid this 23rd day of January, 1998.

RACHEL L. ESTEP  
Notary Public, State of Florida  
My Comm. Expires June 29, 1998  
Comm. No. CC388926

  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

Printed Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE  
STATE, NAMING AGENT WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, and Section 607.034, Florida Statutes, the following is submitted in compliance with said Statute.

First: That VALCO INSURANCE SERVICES, INC., desiring to organize under the law of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 707 Chillingworth Drive South, Suite 21, West Palm Beach, Florida 33409, has named as its registered agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporate, at the place designated in this Certificate, I hereby accept to act in such capacity, and agree to comply with the provisions of said Statutes relative to keeping open said office.

  
BARBARA ANN CANAVAN

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 28 PM 3:20