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March 4, 1998

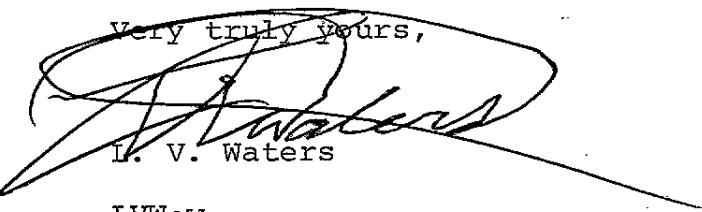
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Enclosed is a money order in the amount of \$122.50 to cover filing fees, including Charter Tax, Corporation for Profit Filing Fees and Certified Copy of Corporate Charter for All-Ways Safe Insurance, Inc.

All information should be mailed to:

L. V. Waters
6500 Beach Boulevard
Jacksonville, Florida 32216-2815

Very truly yours,


L. V. Waters

LVW:w
Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ALL-WAYS SAFE INSURANCE, INC.

The undersigned subscribers each a natural person competent to contract, and where duly licensed to render the services mentioned Article II - Purpose, hereby organize and incorporate a business for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the corporation shall be: All-Ways Safe Insurance, Inc.

ARTICLE II - Purpose

The corporation is formed to engage in and conduct the business of Insurance Sales, and all activities and operations directly related thereto or in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) have a par value of one (\$1.00) dollar.

The corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the corporation any shares of its capital stock, upon such terms and conditions and at such times and places as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgement of the Directors as to adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

ARTICLE IV - Capital Stock

The corporation shall commence business with not less than \$500.00 of its capital stock fully paid in and issued.

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ARTICLE V - Term of Existence

The corporation shall have perpetual existence unless sooner dissolved according to law. Provided other requirements of the law are satisfied, corporate existence shall begin at the time of the subscription and acknowledgment.

ARTICLE VI - Address

The principal office of the corporation shall be located at 6506 Beach Boulevard, Jacksonville, Florida 32216. The Board of Directors may, from time to time move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desireable.

ARTICLE VII - Directors

The corporation shall have not less than one (1) nor more than nine (9) directors. The number of directors shall be determined by the stockholders at their annual meeting.

ARTICLE VIII - Initial Directors

The following are the names and addresses of the first Board of Directors, who shall hold office until their successors are elected and qualified.

<u>NAME</u>	<u>ADDRESS</u>
Virginia L. Golub	2650 Rents Road Jacksonville, Florida 32211
Donald W. Sabo	129 Glen Cove Place Ponte Vedra Beach, Florida 32082

ARTICLE IX - Subscribers

The name and address of each subscriber, and the amount of stock that each individual has subscribed to are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>	<u>VALUE</u>
Virginia L. Golub	2650 Rents Road Jacksonville, Florida 32211	500	\$500.00
Donald W. Sabo	129 Glen Cove Place Ponte Vedra Beach, Florida 32082	500	\$500.00

ARTICLE X - Officers

The officers of this corporation shall include a President, Secretary and Treasurer. Other officers and agents may be appointed as the Board of Directors deem necessary. All officers and agents shall be chosen in such manner, hold their offices for such time and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The names and addresses of the officers chosen for the first year and until their successors are elected and qualified are as follows:

	<u>NAME</u>	<u>ADDRESS</u>
President	Virginia L. Golub	2650 Rentz Road Jacksonville, Florida 32211
Secretary	Donald W. Sabo	129 Glen Cove Place Ponte Vedra Beach, Florida 32082
Treasurer	Donald W. Sabo	129 Glen Cove Place Ponte Vedra Beach, Florida 32082

ARTICLE XI - Registered Agent

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

First - That All-Ways Safe Insurance, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Jacksonville, County of Duval, State of Florida, has named Virginia L. Golub as registered agent to accept service of process within this State, with registered office at 6506 Beach Boulevard, Jacksonville, State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: Virginia L. Golub
(Virginia L. Golub)
(Registered Agent)

ARTICLE XII - Amendment

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in the Article in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation. IN WITNESS WHEREOF, we the undersigned subscribers have hereunto set my hands and seal this 4th day of March, 1998, State of Florida, and we hereby make and cause to be filed in the office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

(SEAL)

(SEAL)

(SEAL)

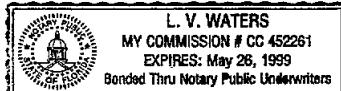
State of Florida)
SS
County of Duval)

BEFORE ME, the undersigned authority, personally appeared Virginia L. Golub and Donald W. Sabo, to me well known to be the persons described in and who executed the foregoing instrument, and acknowledged before me that they executed the same for the purposes herein expressed.

WITNESS my hand and official seal this 14th day of March, 1998.


Notary Public

My Commission Expires:



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SECY OF STATE
TALLAHASSEE, FLORIDA