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LAW OFFICES OF
BRIAN T. HAYES, P.A.

245 E. WASHINGTON STREET
MONTICELLO, FLORIDA 32344
850-997-3526
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March 10, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/12/98--01103--019
****122.50 ****122.50

Dear Sir/Madam:

In re: CONSOLIDATED INSURANCE SERVICES, INC.

Enclosed for filing are the Articles of Incorporation of Consolidated Insurance Services, Inc. Also enclosed is my check for \$122.50 for filing fee and a certified copy of the Articles of Incorporation.

Very truly yours,

Brian T. Hayes

BTH/ea
Enc.

Brian T. Hayes GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article VI - add RA name - Brian T. Hayes
DATE 3/13/98
DOC. EXAM BB

FILED
98 MAR 12 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 13 1998

ARTICLES OF INCORPORATION OF
CONSOLIDATED INSURANCE SERVICES, INC.

FILED

The undersigned subscribers to these Articles of
Incorporation, each a natural person competent
hereby associate themselves to form a corporation under the laws
of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is CONSOLIDATED INSURANCE
SERVICES, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this
corporation is:

(a) To market, promote and distribute and sell insurance
policies, including surplus lines, term insurance and all other
forms of insurance and insurance-related services and policies as
may be authorized by law and within the parameter of the licenses
held by the officers and directors of this corporation.

(b) To establish, purchase, lease as lessee, or otherwise
acquire, own, operate and to sell, maintain, mortgage, lease as
lessor, and otherwise dispose of retail stores or departments
therein and to conduct a general merchandising business therein;

(c) To purchase or otherwise acquire, and to own, mortgage,
pledge, sell, assign, transfer or otherwise dispose of, and to
invest in, trade in, deal in and with goods, wares, merchandise,
real and personal property, and services of every class, kind and
description, except that it is not to conduct a banking, safe

deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company; and buildings and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(d) To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

(e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and

(h) To engage in any activity or business permitted under the laws of the United States of American and the State of Florida.

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 (1,000) shares of common stock, having a par value of TWO AND NO/100 DOLLARS (\$2.00) per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than TWO THOUSAND AND NO/100 DOLLARS (\$2,000.00).

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation is: 245 E. Washington Street, Monticello, Jefferson County, Florida 32344. The principal place of business of this corporation is: 260 W. Washington Street, Monticello, Jefferson County, Florida 32344. The Board of Directors may, from time to time, move the registered office to any other address in Florida.

The name and address of the resident agent of the corporation is: 245 East Washington Street, Monticello, Florida 32344. The registered agent is Brian T. Hayes.

ARTICLE VII. DIRECTORS

This corporation shall have not less than two (2) directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

The initial directors and members of the first Board of Directors are as follows:

| | |
|---|---|
| DON K. BURNSED President/Treasurer | 615 W. Washington Street Monticello, Florida 32337 |
| A. P. BEGGS, II Vice-President/Secretary | 16988 Sunray Road Tallahassee, Florida 32308 |

ARTICLE VIII. INCORPORATORS

The names and addresses of each incorporator of these Articles of Incorporation are:

| | |
|-----------------|---|
| DON K. BURNSED | 615 W. Washington Street Monticello, Florida 32337 |
| A. P. BEGGS, II | 16988 Sunray Road Tallahassee, Florida 32308 |

ARTICLE IX. STOCKHOLDERS

The names and addresses of the initial stockholders of this corporation, the number of shares each agrees to take and the value of the consideration therefore are:

| | |
|---|---|
| DON K. BURNSED 410 shares - \$820.00 (contribution) | 615 W. Washington Street Monticello, Florida 32344 |
| A. P. BEGGS, II 390 shares - \$780.00 (contribution) | 16988 Sunray Road Tallahassee, Florida 32308 |

Two Hundred (200) shares shall be retained as treasury stock for said corporation.

Each share of the capital stock this corporation shall from time to time be authorized to issue shall be subject to limitations and restrictions on alienation and transfer by the holders thereof as may be set forth in the By-Laws of this corporation.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

3/10/98

Date

3/10/98

Date

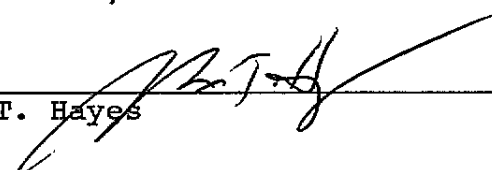

DON K. BURNSED

A. P. BEGGS, II

DESIGNATION OF REGISTERED AGENT
AND ACCEPTANCE

The incorporators of this corporation hereby designate Brian T. Hayes, 245 East Washington Street, Monticello, Florida 32344, as Registered Agent; and the said Brian T. Hayes hereby accepts such designation.

Dated this 10th day of March, 1998.



Brian T. Hayes

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA