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MACFARLANE FERGUSON

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4/22/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: MACFARLANE AUSLEY II (CLEARWATER)

ACCT#: 071005001001

CONTACT: PRISCILLA ADAMS

PHONE: (813)441-8966

FAX #: (813)442-8470

NAME: APPLE INSURANCE MALL OF DOWNTOWN, INC.

AUDIT NUMBER.....H98000007612

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 6

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ARTICLES OF INCORPORATION
OF
APPLE INSURANCE MALL OF DOWNTOWN, INC.

ARTICLE I

Name

The name of this corporation is:
APPLE INSURANCE MALL OF DOWNTOWN, INC.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting
any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 7,500 shares at One
(\$1.00) Dollar par value common stock, which shall be designated
"common shares". The consideration to be paid for each share shall
be fixed by the Board of Directors. Common stock of the
corporation may be issued as "small business corporation" stock in

Prepared By: J. Paul Raymond, Esq.
P. O. Box 1669
Clearwater, FL 33757
(813) 441-8966
Fla. Bar No. 169268

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accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Principal Office and Registered Agent

The street address of the principal office of this corporation is 625 Court Street, Suite 200, Clearwater, FL 33756 and the name of the initial registered agent of this corporation at that address is J. Paul Raymond.

ARTICLE VII

Initial Board of Directors and Officers

This corporation shall have two (2) director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

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<u>Name</u>	<u>Address</u>	<u>Office</u>
Charles S. Watson	325 N. Federal Hwy. Boynton Beach, FL 33435	Pres/Director
Pamela M. McVeigh	325 N. Federal Hwy. Boynton Beach, FL 33435	Vice Pres/Secy/ Treas/Director

ARTICLE VIII

Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
J. Paul Raymond	625 Court Street, #200 Clearwater, FL 33756

ARTICLE IX

By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Shareholder Quorum and Voting

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

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ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of April, 1998.



J. Paul Raymond
Incorporator

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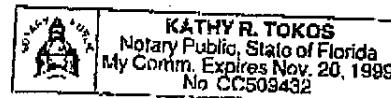
STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, J. PAUL RAYMOND, to me personally known to be the individual described in and who executed the foregoing instrument or who has produced N/A as identification and who did take an oath and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 27th day of April, 1998.

Kathy R. Tokos
Print Name
Notary Public
My Commission Expires:

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**CERTIFICATE DESIGNATING PLACE OF RESIDENCE
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 **APPLE INSURANCE MALL OF DOWNTOWN, INC.,** desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named **J. PAUL RAYMOND** located at 625 Court Street, Suite 200, City of Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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



J. PAUL RAYMOND
Resident Agent

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