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TRANSMITTAL LETTER

TO: Department Of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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FROM: Anastasios Tom Spyredes, Esq.
The Sanctuary Centre
4800 North Federal Highway
Suite 100-D
Boca Raton, FL 33431

RE: Articles of Incorporation – *The Stout Insurance Group, Inc.*

DATE: July 17, 1998

Enclosed is an original and one (1) copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation. Also included is a check for :

 X \$70.00 or \$78.75
(Filing Fee) (Filing Fee & Certification)

Please provide the original and one conformed copy of the Articles of Incorporation and Designation of Registered Agent to the address set forth above. A stamped self-addressed envelope has been provided for your convenience.

Thank you for your assistance.

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
THE STOUT INSURANCE GROUP, INC.

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DIVISION OF CORPORATIONS

The undersigned incorporator hereby forms a corporation under the laws of the State of
Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE STOUT INSURANCE GROUP, INC.

The address of the principal office of this corporation shall be 2605 NW 80th Avenue,
Margate, Florida 33063 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The business may engage or transact in any or all lawful activities or business consistent
with the nature of the business set forth herein and permitted under the laws of the United States,
the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have
outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT/ADDRESS

The street address of the initial registered office of the corporation shall be 2605 NW 80th Avenue, Margate, Florida 33063 and the name of the initial registered agent of the corporation at that address is Charles G. Stout.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one or more Directors. The names and street addresses of the initial members of the Board of Directors are:

**Charles G. Stout
2605 NW 80th Avenue
Margate, Florida 33063**

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

**President/Treasurer
Vice President/Secretary**

**Charles G. Stout
Alyssa Stout**

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Charles G. Stout, 2605 NW 80th Avenue, Margate, Florida 33063.

The undersigned has executed these Articles of Incorporation this 17th day of July, 1998.


Charles G. Stout, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

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: **The Stout Insurance Group, Inc.**
2. The name and address of the registered agent and office is:

Charles G. Stout
2605 NW 80th Avenue
Margate, FL, 33063

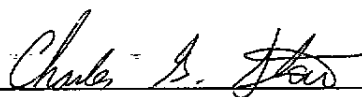
July 17th, 1998


Charles G. Stout, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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.

July 17th, 1998.


Charles G. Stout