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NESBITT CONSULTING SERVICES, INC.
1117 HALLAMWOOD COURT
IAKELAND, FL 33813-1817
941-644-1479

July 27, 1997

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****122.50 ****122.50

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Incorporation papers

Gentlemen:

Enclosed is the original notarized copy of the above document along with a copy therer f. Please issue a
a corporation number.

Also enclosed is a check for \$122.50 for a certified copy to allow me to open a bank account in the
corporate name.

Very truly yours,


Rowena J. Nesbitt, CPCU
President

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CB
8-7-98
6

Articles of Incorporation
of
Nesbitt Consulting Services, Inc.

The undersigned, a natural person competent to contract, for the purpose of forming a corporation under the Florida General Corporation Act does hereby adopt the following Articles of Incorporation:

Article 1

The name of this corporation shall be **NESBITT CONSULTING SERVICES, INC.**

Article 2

This corporation shall have perpetual existence.

Article 3

The general purposes for which the corporation is organized are to conduct business in the field of insurance consulting and related services, and for all other lawful purposes for which a corporation may be formed under the laws of the United States and of the State of Florida.

Article 4

The aggregate number of shares which the corporation is authorized to issue is 100 shares. Such shares shall be of a single class, and shall have a par value of \$1.00.

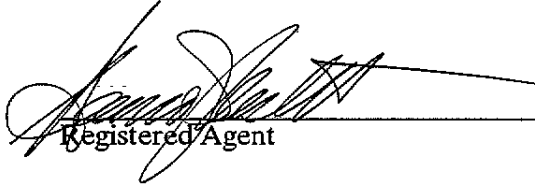
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ALLAHASSEE, FLORIDA

Article 5

The street address of the initial registered and principal office of the corporation are 1117 Hallamwood Ct., Lakeland, FL 33813, and the name of its initial registered agent at such address is Rowena Nesbitt.

Acceptance of Initial Registered Agent

I hereby accept this designation as registered agent, and I agree to comply with the provisions of the Florida General Corporation Act, with respect to keeping open said office.


Registered Agent

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TALLAHASSEE, FLORIDA

Article 6

The initial Board of Directors shall consist of 1 director. The name and address of the person who will serve the sole member of the initial Board of Directors are as follows:

Rowena Nesbitt
1117 Hallamwood Ct.
Lakeland, FL 33813

Article 7

A. The business of the corporation shall be conducted and managed by its Board of Directors, which shall consist of not less than one (1) nor more than three (3) directors. The first Board of Directors, named above, shall have the power to approve and adopt By-Laws of the corporation until their successors are duly elected or appointed.

B. The qualifications, time and place of election, and term of office of each director shall be as provided in the By-Laws.

C. The officers of the corporation may consist of a President, Vice-President, Secretary, Treasurer, and such other officers and agents as may be specified in the By-Laws. These officers shall be chosen, shall serve for such term, and shall have such duties as may be prescribed in the By-Laws.

Article 8

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall be affected in any way or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any director of this corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not a director or officer of such other corporation or as if he were not so interested.

Article 9

A. **Stockholders Agreements.** The corporation and its stockholders, or the stockholders among themselves, may enter into agreements, voluntarily or involuntarily, restricting the transferability or encumbrance of the stock of the corporation. Such agreements may confer upon the corporation or the stockholders or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any stockholder. Nothing in the Articles of Incorporation or in the By-Laws shall be construed to authorize a transfer of such stock upon the books of the corporation in violation of such agreements.

B. Indemnification of Directors. The corporation shall indemnify any director who, by virtue of his being an officer or director of this corporation, is made a party to any action or proceeding, except when such director is adjudged guilty of malfeasance in the discharge of his duties to the corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. Directors' Liability. No director shall be liable to the corporation for any loss or damage suffered on account of any action taken or omitted in good faith, provided such director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.

D. Reimbursement of Directors. In any action or proceeding brought by or on behalf of the corporation against a director, if the action or proceeding results in a decision in favor of the director, the corporation shall reimburse the director for all reasonable expenses incurred by him in the course of the action or proceeding.

Article 10

The directors shall not be liable for illegal dividends or distributions made by the corporation, unless willful or negligent, if based on good faith reliance on representations made by officers or agents, or on records, as to the financial condition of the corporation.

Article 11

A. These Articles of Incorporation shall be amended upon approval by the Board of Directors and subsequent ratification by stockholders at a stockholders meeting. Ratification shall require an affirmative vote of not less than a simple majority of the stockholders entitled to vote at such meeting.

B. The amending process set forth above need not be followed if amendments are ratified by all the stockholders affixing their signatures thereto.

Article 12

The name and address of the incorporator of this corporation are:

Rowena Nesbitt
1117 Hallamwood Ct.
Lakeland, FL 33813

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In witness whereof I have set my hand and seal to these Articles of Incorporation this 6th day of July, 1998.

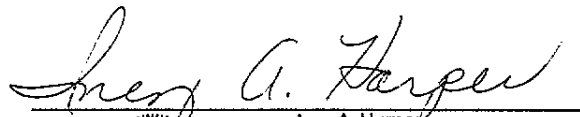

Incorporator



STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that on this day before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Rowena Nesbitt, to me well known or who presented _____ as identification, and is the person described as the incorporator in, and who executed, the foregoing Articles of Incorporation, and acknowledged subscribing to the foregoing Articles of Incorporation.

Witness my hand and official seal in the County and State aforesaid this 6th day of July, 1998.





Inez A. Harper
MY COMMISSION # CC739800 EXPIRES
May 5, 2002
BONDED THRU TROY FAIR INSURANCE, INC.