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LAW OFFICES

BLACK AND BLACK, P.A.

1390 SOUTH DIXIE HIGHWAY, SUITE 1107

CORAL GABLES, FLORIDA 33146

JOHN W. BLACK *
ROBERT J. BLACK

* OF COUNSEL

TELEPHONE (305) 666-8626
TELECOPIER (305) 666-7761

July 22, 1998

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****122.50 ****122.50

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

Re: Request to file Articles of Incorporation
of RIVERPOINTE FINANCIAL GROUP, INC.

Gentlemen:

I am enclosing an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the filing fee as well as the fee for a certified copy.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Furthermore, I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your attention to this matter.

Sincerely,

BLACK AND BLACK, P.A.


Robert J. Black
For the firm

RJB:kk
Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

RIVERPOINTE FINANCIAL GROUP, INC.

The undersigned incorporator subscribes to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: RIVERPOINTE FINANCIAL GROUP, INC.

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence on the date these Articles are signed.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which the corporation are organized are:

1. To engage in the sale and servicing of insurance related products.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

The capital stock of this corporation shall be One Thousand (1,000) shares of the par value of One Dollar (\$1.00) per share, making the total One Thousand Dollars (\$1,000.00).

ARTICLE V - ADDRESS

The street address of the initial principal office of the corporation is: 1301 Riverplace Boulevard, Suite 910, Jacksonville, Florida 32207 and the name of its initial Registered Agent and his address are: DAVID A. CUSANO, 1301 Rivplace Boulevard, Suite 910, Jacksonville, Florida 32207.

ARTICLES VI - DIRECTORS

This corporation shall have a Board of Directors consisting of one (1) member initially, and all of the corporate powers shall be exercised and the business affairs of the corporation shall be managed under the direction of the Board of Directors. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than One. The name and address of the initial members of the Board of Directors are:

NAME

ADDRESS

DAVID A. CUSANO

1301 Riverplace Boulevard, Suite 910
Jacksonville, Florida 32207

ARTICLE VII - INCORPORATORS

The name and the post office address of the incorporator of this corporation is:

NAME

ADDRESS

DAVID A. CUSANO

1301 Riverplace Boulevard, Suite 910
Jacksonville, Florida 32207

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, these Articles have been subscribed on this, the 30 day of July, 1998.



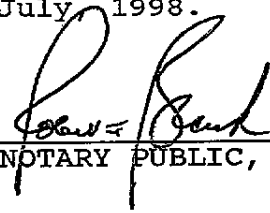
DAVID A. CUSANO-
INCORPORATOR

STATE OF FLORIDA

COUNTY OF DUVAL

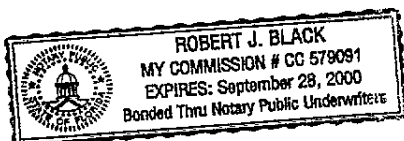
I HEREBY CERTIFY that on this day, before me, a Notary Public, duly appointed in the State and County named above to take acknowledgments, personally appeared, DAVID A. CUSANO, to me known to be the person described as incorporator in, provided a Driver's License as identification, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS, my hand and official seal in the County and State named above, this 30 day of July, 1998.



NOTARY PUBLIC, State of Florida

My Commission Expires:



ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING SAID OFFICE OPEN.

By: 

DAVID A. CUSANO -
REGISTERED AGENT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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