

CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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The Parker Insurance
Group Inc.

FILED
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

98 AUG 14 PM 2:05

EFFECTIVE DATE
08-12-98

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- ✓ Art of Inc. File -08/14/98--01058--020
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- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- ✓ Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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DIVISION OF CORPORATIONS

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
THE PARKER INSURANCE GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, being duly licensed to provide insurance agency services under the laws of the State of Florida, adopts these Articles of Incorporation to form a Corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is The Parker Insurance Group, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

EFFECTIVE DATE

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The purpose of this corporation is to provide insurance agency services and engage in any other legal and lawful act or activity for which corporations may be organized under the laws of the state of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

Except as otherwise required by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares of stock of this corporation. The shares of stock in this Corporation are not to be divided into classes. This Corporation is not authorized to issue a preferred or special class of shares in series or in less than whole shares.

ARTICLE V - PRINCIPAL ADDRESS,
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal place of business of the corporation is 100 South Riverside Place, Indialantic, Florida 32903. The street address of the initial registered office of

this corporation is 1900 South Hickory Street, Melbourne, Florida 32901, and the name of the initial registered agent of this corporation at that address is James H. Fallace.

ARTICLE VI - INCORPORATORS

The name and address of the initial incorporator is:

NAME

ADDRESS

James H. Fallace

1900 South Hickory Street
Melbourne, Florida 32901

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the holders of common stock of this corporation.

ARTICLE VIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval by a majority of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE IX - I.R.C. SECTION 1244

It is the intent of the incorporator to qualify the shares of common stock issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE X - INDEMNIFICATION

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

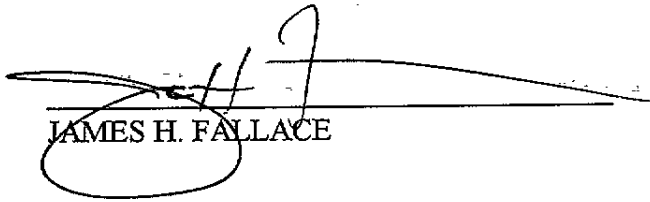
ARTICLE XI - AMENDMENT

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

ARTICLE XII - AFFILIATED TRANSACTIONS


The corporation expressly elects that it shall not be governed by Section 607.0901, Florida Statutes (1993), as amended from time to time or any corresponding provisions of Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 day of August, 1998.


JAMES H. FALLACE

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 12th day of August, 1998, by James H. Fallace, who is personally known to me.


Notary Public
State of Florida at Large
Commission/Serial No.:
My Commission Expires:



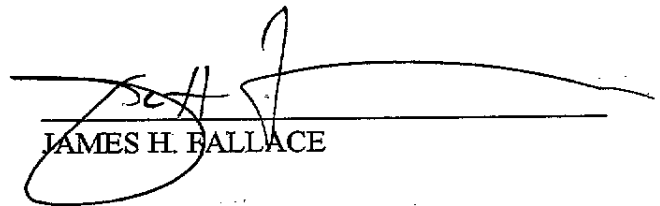
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENCY UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

The Parker Insurance Group, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Indialantic, County of Brevard, and State of Florida, has named James H. Fallace, located at 1900 South Hickory Street, Melbourne, Florida 32901, as its agent to accept service of process within this state.

ACCEPTANCE

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I affirm that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


JAMES H. FALLACE

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
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