

TRANSMITTAL LETTER

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

700002617217-4
-08/17/98-01052-008
****122.50 ****122.50

SUBJECT: ARROWHEAD GENERAL INSURANCE AGENCY OF FLORIDA, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ARROWHEAD GENERAL INSURANCE AGENCY, INC.
Name (Printed or typed)
ATTN: DEBRA RODEBAUGH
6055 LUSK BLVD.
Address
SAN DIEGO, CA 92121
City, State & Zip
(619) 677-5259
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

THIS CORPORATION IS AN AFFILIATE OF ARROWHEAD GENERAL INSURANCE AGENCY, INC.,
A MINNESOTA CORPORATION THAT HAS AUTHORITY TO DO BUSINESS IN FLORIDA. (F94000002468(6))

NOTE: Please provide the original and one copy of the articles.

B. BROCK AUG 18 1998

**ARTICLES OF INCORPORATION
OF
ARROWHEAD GENERAL INSURANCE AGENCY OF FLORIDA, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation (hereinafter called the "corporation") is Arrowhead General Insurance Agency of Florida, Inc.

ARTICLE TWO

The principal place of business and mailing address of the corporation shall be:
6055 Lusk Blvd.
San Diego, CA 92121

ARTICLE THREE

The duration of the corporation shall be perpetual.

ARTICLE FOUR

The purposes for which the corporation is organized, which shall include the authority of the corporation to transact all business for which corporations may be incorporated pursuant to provisions of the Florida Business Corporation Act are as follows:

To operate an insurance agency.

To have, in furtherance of the corporate purposes, all of the powers conferred upon corporations organized under the Florida Business Corporation Act.

ARTICLE FIVE

The number of shares of stock that this corporation is authorized to have outstanding at any time is 3,000.

ARTICLE SIX

The name and address of the initial registered agent are:
HIQ Corporate Services, Inc.
Suite 200
526 East Park Avenue
Tallahassee, FL 32301.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

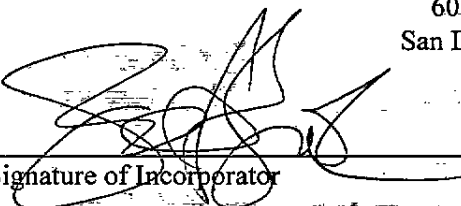
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AND
FILED

ARTICLE SEVEN

The name and address of the incorporator to these articles of incorporation are:

Robert K Schraner, Esq.
6055 Lusk Blvd.
San Diego, CA 92121

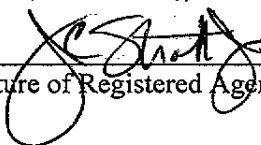


Signature of Incorporator

Date 8/11/98

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.

HIQ CORPORATE SERVICES, INC.

BY:  PRESIDENT

Signature of Registered Agent

Date 8/13/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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