CAPITAL CONNECTION, INC.

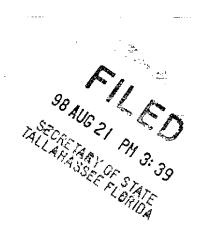
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Signature			
Requested by:	 -	8/21/98	10:25
Name		Date '	Time
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ARTICLES OF INCORPORATION

OF

GUARDIAN ASSURANCE GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is GUARDIAN ASSURANCE GROUP, INC.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

<u>PURPOSE</u>

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated common shares.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation if 6272 68th Avenue North, Pinellas Park, FL 33781, and the name of the initial registered agent at such address is Paul K. Trocki. Corporate Mailing Address same as registered agent.

<u>ARTICLE VI</u>

MANAGEMENT OF CORPORATION BY STOCKHOLDERS

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction, of the stockholders.

ARTICLE VII

<u>INCORPORATORS</u>

The name and address of the person signing these Articles is:

PAUL K. TROCKI 6272 68TH AVENUE NORTH PINELLAS PARK, FL 33781

ARTICLE VIII

<u>AMENDMENTS</u>

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation. IN WITNESS WHEREOF, the undersigned subscriber has Executed these Articles of Incorporation this 20th day of August, 1998.

Witnesses:

PAUL N. TROC

STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 20 day of AUGUST, 1998 by PAUL K. TROCKI, who is personally known to me.

Notary Public - State of Florida NOTARY SEAL:

OFFICIAL NOTARY SEAL FRANCIS M LEE NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC715655 MY COMMISSION EXP. MAR. 62002

ACCEPTANCE OF RESIDENT AGENT

I agree as Resident Agent to accept Service of Process: to keep the office open during prescribed hours; to post my name and any other officers of said corporation authorized to accept service of process at the Florida designated address of6272 68TH AVENUE NORTH, PINELLAS PARK, FL 337821 in some conspicuous place in the office as required by Law.

PAUL K. TROCKI

STATE OF FLORIDA COUNTY OF PINELLAS

SUBSCRIBED AND SWORN to before me on this day of AUGUST, 1998.

Notary Public - State of Florida

OFFICIAL NOTARY SEAL FRANCIS M LEE NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC715655 MY COMMISSION EXP. MAR. 6,2002 NOTARY SEAL:

OFFICIAL NOTARY SEAL FRANCIS M LEE NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC715655 MY COMMISSION EXP. MAP

