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WRITER'S DIRECT NUMBER IS

951-1505

August 25, 1998

VIA FEDERAL EXPRESS

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

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Re: Grand Bay Insurance Agency, Inc.
Our File No. 16616

Gentlemen:

I enclose for filing Articles of Incorporation on behalf of the above Corporation, along with our check in the amount of \$122.50 to cover the filing fee.

Please call me if you have any questions or if additional information is requested.

Sincerely yours,


Polly S. Sampson
Corporate Paralegal

PSS

Enclosures

FILED
98 AUG 26 AM 9:02
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
GRAND BAY INSURANCE AGENCY, INC.

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98 AUG 26 AM 9:02
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of GRAND BAY INSURANCE AGENCY, INC. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is: GRAND BAY INSURANCE AGENCY, INC.

ARTICLE II - COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence at such time as these Articles of Incorporation are accepted by the Florida Secretary of State.

ARTICLE III - DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV - PURPOSE

The general purpose or purposes for which the Corporation is organized is to:

(a) Conduct and operate a general insurance agency business in all lines of insurance and to represent as agent or broker insurance companies organized or admitted to do business in Florida; to serve as general agent, manager, or in other representative capacities insurance companies organized or admitted to do an insurance business in this state and to appoint sub-agents, brokers or salesmen for the companies under the terms of any contract with the insurance companies; to promote the affairs of insurance companies and to advise and counsel, to the extent permitted by the Florida General Corporation Act, with respect to insurance underwriting and to consult with or serve as broker for assureds in dealing with insurance companies and insurance problems; to act as insurance agent, broker or solicitor in the sale or negotiation of all forms of insurance; and to deal with and engage in all of the activities enumerated in these purposes as owner, proprietor, manager or agent for others on any legitimate contractual basis; and

(b) Transact any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares of that the Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal and initial registered office of the Corporation is 9720 East Hibiscus Street, Miami, Florida 33157, and the name of the Corporation's initial registered agent at that address is Robert Fahey.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The initial director of the Corporation shall be Robert Fahey, 9720 East Hibiscus Street, Miami, Florida 33157, who shall serve in such capacity until the first annual meeting of the stockholders, or until his successor is duly elected and qualified.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert Fahey	9720 East Hibiscus Street Miami, Florida 33157

ARTICLE IV - INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as Officers or Directors of the Corporation, and each person who serves at the request of the Corporation as a Director or Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be

adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of AUGUST, 1998.

Robert H. Fahey
Robert Fahey, Incorporator

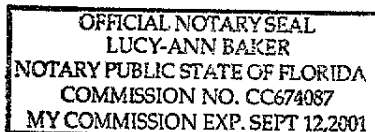
STATE OF Florida)
COUNTY OF Dade) SS:

Before me, the undersigned authority, personally appeared Robert Fahey, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me, that he executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami
Dade County, Florida this 20th day of August, 1998.

Lucy-Ann Baker
Notary Public, State of Florida
at Large

My Commission Expires:

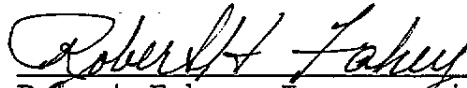


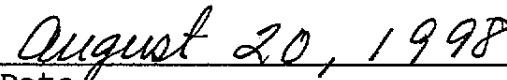
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida statutes, the following is submitted:

That GRAND BAY INSURANCE AGENCY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami Beach, State of Florida, has named Robert Fahey, who resides at 9720 East Hibiscus Street, Miami, Florida 33157, as its agent to accept service of process within Florida.


Robert Fahey, Incorporator


Date

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DIVISION OF REGISTRATIONS
TALLAHASSEE, FLORIDA