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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 27 AM 9:44

Cullen R. Darling

2290 N.W. Boca Raton Blvd.
Suite 10

Boca Raton, Florida 33431

August 12, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/27/98-01042-004
****122.50 ****122.50

Re; CULLEN R. DARLING INSURANCE INC.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above referenced corporation and check in the amount of \$122.50 to cover the cost of filing same.

Upon approval and filing of the Articles of Incorporation, please return a certified copy of same in the enclosed self addressed stamped envelope.

Thanking you in advance, I remain.

Very truly yours,



Cullen R. Darling

D. BROWN AUG 31 1998

ARTICLES OF INCORPORATION
OF
CULLEN R. DARLING INSURANCE INC..

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THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is: CULLEN R. DARLING INSURANCE INC.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

a. Any and ^{all} legal purposes, including, but not limited to, Life Insurance, Health Insurance, Disability Insurance and Variable Annuity.

b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any share of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make

payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

c. To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

d. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the state of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of common voting stock at \$1.00 par value per share. Fully paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall

be the stated capital of the corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI - SHAREHOLDERS RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the the Shareholders of the corporation.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is: 2290 N.W. Boca Raton Blvd, Suite 10, Boca Raton, Florida 33431, and the name of its registered agent at that address is Cullen R. Darling.

ARTICLE VIII - DIRECTORS

The number of directors of the corporation from time to time shall be set forth in the By-Laws. The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and address of the person to serve as Director until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
Cullen R. Darling	2290 N.W. Boca Raton Blvd Suite 10 Boca Raton, Florida 33431

ARTICLE IX - INCORPORATORS

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Cullen R. Darling	2290 N.W. Boca Raton Blvd. Suite 10 Boca Raton, Florida 33431

ARTICLE X - COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or Officers or are financially interested, shall either be void or voidable because of such relationship or interest if: (a) the fact of such relationship or interest

is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

ARTICLE XI - BY - LAWS

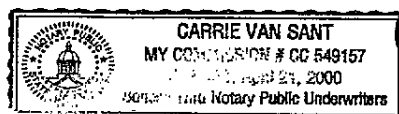
The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.


DATED this 24 day of Aug., 1998


Cullen R. Darling
Incorporator

STATE OF FLORIDA)
) ss:
PALM BEACH COUNTY)

The foregoing Articles of Incorporation were acknowledged before me this 24 day of Aug., 1998




NOTARY PUBLIC
My Commission Expires

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

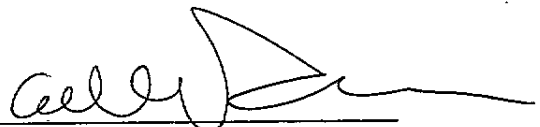
The following is submitted pursuant to Section 48.091(1)
and 607.034, Florida Statutes:

CULLEN R. DARLING INSURANCE INC., desiring to organize
under the State of Florida being in the County of Palm Beach,
at 2290 N.W. Boca Raton Blvd., suite 10, Boca Raton, Florida
33431, has named Cullen R. Darling, located at 2290 N.W. Boca
Raton Blvd., Suite 10 Boca Raton, Florida 33431, as its init-
ial registered agent to accept service of process within this
state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above stated corporation, at the initial registered office
of the Corporation in this state, I hereby accept to act in
this capacity and to agree to comply with the provisions of
said statute relative to keeping the registered office of
the corporation open from 10:00am to noon each day, except
Saturdays, Sundays, and legal holidays, and to post therein
a sign designating the name of the corporation and the name
of its registered agent.

DATE: 8/13/98

By: 
Cullen R. Darling
Registered Agent