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LAW OFFICES

WEST & FEINBERG, P.C.

RONALD D. WEST (MD, DC)
MARC R. FEINBERG (MD, DC, CT)
MICHAEL B. GLUCKSTERN (MD)
LAWRENCE S. STERN (MD)
STEVEN W. JACOBSON (MD, DC, GA)
JOE L. LEONE (MD, DC, FL, VA)
AMY L. KERXON (MD, DC)
STEPHANIE L. MCINTYRE (MD, VA)

SUITE 775N
4550 MONTGOMERY AVENUE
BETHESDA, MARYLAND 20814
(301) 951-1500
FAX: (301) 951-1525

WRITER'S DIRECT NUMBER IS

951-1505
900002632529--1
-09/04/98--01097--007
****122.50 ****122.50

September 3, 1998

VIA FEDERAL EXPRESS

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

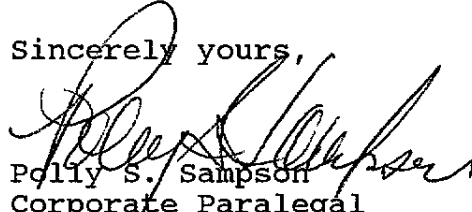
Re: Palm Bay Insurance Agency, Inc.
Our File No. 9999/BBG

Gentlemen:

I enclose, in duplicate, Articles of Incorporation for Palm Bay Insurance Agency, Inc., along with our check in the amount of \$122.50.

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 SEP -4 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9N 9-10-98

**ARTICLES OF INCORPORATION
OF
PALM BAY INSURANCE AGENCY, INC.**

FILED
98 SEP -4 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Palm 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: PALM 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 purposes for which the Corporation is organized is:

(a) To 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 Statutes (1991), 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) To transact any and all lawful business 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 Charlie R. Branan.

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 Charlie R. Branan, who shall serve in such capacity until the first annual meeting of the stockholder, 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>
Brooks B. Gracie III	West & Feinberg, P.C. 4550 Montgomery Avenue Suite 775N Bethesda, Maryland 20814

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 3rd day of September, 1998.

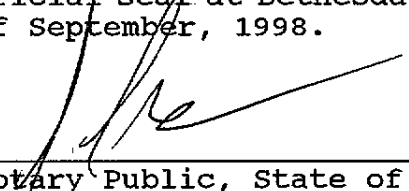


Brooks B. Gracie III, Incorporator

STATE OF MARYLAND)
) SS:
COUNTY OF MONTGOMERY)

Before me, the undersigned authority, personally appeared Brooks B. Gracie III, 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 Bethesda, Montgomery County, Maryland this 3rd day of September, 1998.



Notary Public, State of Maryland
at Large

My Commission Expires:

JOEL LEONE
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires October 1, 2000

**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 Palm Bay Insurance Agency, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 9720 East Hibiscus Street, Miami, Florida 33157, has named Charlie R. Branan located at 9720 East Hibiscus Street, Miami, Florida 33157, as its agent to accept service of process within Florida.



Brooks B. Gracie III, Incorporator



Date

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Palm Bay Insurance Agency, Inc. in the foregoing Articles of Incorporation I, on behalf of Palm Bay Insurance Agency, Inc., hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of F.S. §607.325.

PALM BAY INSURANCE AGENCY, INC.

Charlie R. Branan
Charlie R. Branan

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FILED
98 SEP -4 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA