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September 9, 1998

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

Re: Gilmore-Brown Financial Services, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and our check for the appropriate filing fee.

Please return a filed-marked copy to the undersigned.

Sincerely,



Wanda J. Clapp

Paralegal to Bruce A. Haught, Esq.

enclosure: as stated

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
GILMORE-BROWN FINANCIAL SERVICES, INC.**

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DIVISION OF CORPORATIONS  
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**ARTICLE I - NAME**

The name of this corporation is GILMORE-BROWN FINANCIAL SERVICES, INC.

**ARTICLE II - DURATION**

This corporation shall have a perpetual existence commencing on the date of filing.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business and the mailing address of this corporation shall be:

151 Mary Esther Blvd., Suite 501  
Mary Esther, FL 32569

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue Four Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - AUTHORIZATION OF RESTRICTIONS ON TRANSFER OF  
SHARES**

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the secretary of the corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times during business hours.

**ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of this corporation is Bruce A. Haught, 501 Highway 98, Suite G, Destin, FL 32541.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The board of directors of this corporation shall have no fewer than one (1) director nor more

than five (5) directors. The initial board of directors shall consist of four (4) directors:

Director/President	Robert A. Gilmore 151 Mary Esther Blvd., Suite 501 Mary Esther, FL 32569
Director/Vice-President	Duane O. Gilmore 151 Mary Esther Blvd., Suite 501 Mary Esther, FL 32569
Director/Sr. Vice President	Gregory M. Brown 151 Mary Esther Blvd., Suite 501 Mary Esther, FL 32569
Director/Secretary/Treasurer	Laura L. Brown 151 Mary Esther Blvd., Suite 501 Mary Esther, FL 32569

#### **ARTICLE IX - INCORPORATOR**

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

Bruce A. Haught  
501 Highway 98, Suite G  
Destin, FL 32541

#### **ARTICLE X - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.


#### **ARTICLE XI - INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

#### **ARTICLE XII - ACTION WITHOUT A MEETING**

The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 8th day of September, 1998.

  
Bruce A. Haught  
Incorporator

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is GILMORE-BROWN FINANCIAL SERVICES, INC.
2. The name and address of the registered agent and office is Bruce A. Haught, 501 Highway 98, Suite G, Destin, FL 32541

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

Dated this 8th day September, 1998.

Bruce A. Haught

By:   
Registered Agent