

NORTH TAMPA LAW CENTER
of Gregory Paules, P.A.
Attorney At Law

(813) 935-1704
935-2486

SUITE B-122 12421 N. FLORIDA AVE.
TAMPA, FLORIDA 33612

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November 12, 1998

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-11/13/98-01083-009
*****78.75 *****78.75

Corporate Records Bureau
Division of Corporation
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

EFFECTIVE DATE
11-11-98

RE: SE MCC OF ORLANDO, INC.

Dear Person:

Enclosed please find Articles of Incorporation for the subject corporation and our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 70.00
Certified Copies	8.75
Total:	\$ 78.75

We would appreciate your filing these Articles, certifying them as the Articles of Incorporation, and returning them to our office.

Regards,

Greg Paules

Gregory Paules
Attorney at Law

GP/bkb
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 AM 9:22

D. BROWN NOV 18 1998

ARTICLES OF INCORPORATION

OF

SE MCC OF ORLANDO, INC.

EFFECTIVE DATE
11-11-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 AM 9:22

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of a Corporation for profit.

ARTICLE I - NAME

The name of the Corporation shall be:

SE MCC OF ORLANDO, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The purpose of the Corporation is to engage in all phases of the life and health insurance brokerage business plus any lawful business permitted under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7000 shares of 1.00 par value common stock, which should be designated "Common Shares".

These Articles of Incorporation have been prepared by:
NORTH TAMPA LAW CENTER OF GREGORY PAULES, P.A.
12421 North Florida Avenue
Suite B-122
Tampa, Florida 33612
Telephone No. (813) 935-1704

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin business shall be \$15,000.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is:

12421 North Florida Avenue, Suite B-122
Tampa, Florida 33612

The name of the initial registered agent of this Corporation at the above address is:

GREGORY PAULES, ESQUIRE

ARTICLE VII - PRINCIPAL OFFICE

The address of the Corporation's principal office is:

445 Douglas Avenue, Suite 2455
Altamonte Springs, Florida 32714

ARTICLE VIII - DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by a majority vote of the stockholders, but there shall never be less than two.

ARTICLE IX

The names and street addresses of the members of Board of Directors are as follows:

KENNETH W. HAY
18107 Courtney Breeze Drive
Tampa, Florida 33647

MONICA COOPER
One Hibiscus Road
Belleair, Florida 34614

ARTICLE X - INCORPORATORS

The name and address of the initial subscriber signing these Articles is as follows:

KENNETH W. HAY
12421 North Florida Avenue
Tampa, Florida 33612

ARTICLE XI - BY LAWS

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

ARTICLE XII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by any shareholder may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or this Corporation. The price and terms of which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XIII - ADOPTION OF BY LAWS

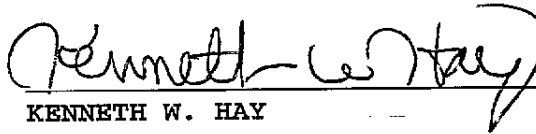
A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the by laws and the transaction of such business as may come before the meeting.

ARTICLE XIV - AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed

my seal to these Articles of Incorporation, on this 11th day of November,
1998.

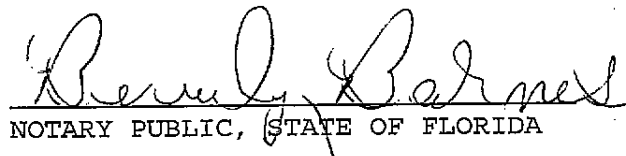

KENNETH W. HAY

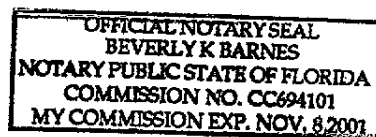
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared, KENNETH
C. HAY, being first duly sworn, deposes and says that he is the
individual subscribed in and who executed the foregoing Articles of
Incorporation and acknowledged before me that he executed same for the
purpose therein expressed.

WITNESS my hand and official seal in the above named County and
State this 11th day of November, 1998.


NOTARY PUBLIC, STATE OF FLORIDA



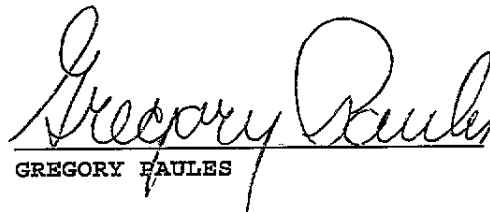
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted.

SE MCC OF ORLANDO, desiring to organize under the laws of the State of Florida with it's principal office as indicated in the Articles of Incorporation at Tampa, Hillsborough County, Florida, has named GREGORY PAULES, Attorney at Law, 12421 North Florida Avenue, Suite B-122, Tampa, Florida 33612 at that address, at its agent to accept service by process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


GREGORY PAULES

FILED STATE
SECRETARY OF CORPORATIONS
98 NOV 13 AM 9:22