



**The ProSure Group, Inc.**  
Professional Surety Bond Agents

P98000103557

December 10, 1998

Florida Department Of State  
Division Of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**FILED**  
98 DEC 11 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: New Corporation - The ProSure Financial Group, Inc. <sup>uc 50111A)</sup>

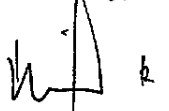
600002710036--5  
-12/11/98--01051--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

We are recommending that the Division of Corporations approve the name of *The ProSure Financial Group, Inc.* for the new corporate entity submitted within. The likeness in name to The ProSure Group, Inc. is intentional as the new entity will provide our clientele with additional services that are not provided within The ProSure Group, Inc.

Please contact me at your earliest convenience for any questions that you may have on this or any other matter.

Sincerely,

  
David Shick,  
President.

7217 Benjamin Rd., Tampa, FL 33634  
TEL (813)243-1110 FAX (813)243-1109

*"Providing Bonding Throughout the Southeastern U.S."*

SD  
12/11

Articles Of Incorporation  
Of  
The ProSure Financial Group, Inc.

FILED  
98 DEC 11 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles Of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State Of Florida.

ARTICLE I - NAME

The name of the corporation shall be :

The ProSure Financial Group, Inc.

The principal place of business of this corporation shall be:

7217 Benjamin Rd  
Tampa, Florida 33634

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States Of America, the State Of Florida or any other state, country, providence, territory or nation.

ARTICLE III - TERM OF EXISTANCE

This corporation shall exist perpetually.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The Street address of the registered office of this corporation is:

7217 Benjamin Road  
Tampa, Florida 33634

The registered agent of this corporation is :

David Shick  
7217 Benjamin Road  
Tampa, Florida 33634

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock, unless amended under the bylaws of this corporation, that this corporation is authorized to have outstanding at any time shall be 7500 shares of restricted common stock having a \$.01 (one cent) par value per share. These shares of restricted common stock must bear the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation, which copy of said Articles may be obtained from the corporation's office"

#### ARTICLE VI - 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 or of any new kind, class, or series of stock, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

#### ARTICLE VII - STOCK TRANSFER RESTRICTIONS

Before there can be a valid sale or transfer of any of the shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of shares in the following manner:

1. Such offering shareholder shall deliver a notice in writing to the Secretary of the corporation stating the price, terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to sell or transfer such shares. Within twenty (20) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice. Should the corporation fail to purchase any or all of the so offered shares at the expiration of the twenty day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the shareholders of record a copy of such notice given by the shareholder to the Secretary. Such notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within ten (10) days after mailing or delivering of the copies of the orders to the shareholders, any such shareholder desiring to acquire any or all of the shares referred to in the notice shall deliver by mail or otherwise, to the Secretary of the corporation a written offer expressed to be acceptable immediately, to purchase a specified number of such shares at the price, on the terms and conditions stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.
2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of shares as the number of shares of the corporation he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.
3. After the said thirty-five (35) day period, the shareholder desiring to sell or transfer such shares may sell or transfer any shares referred to in his notice that were not sold or transferred to the corporation or shareholders of record to any person or person; provided, however, that he shall not sell or transfer such shares at a lower price or on the terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation. The shareholder desiring to sell or transfer such shares may amend his offer to sell or transfer any or all of his shares but must resubmit his amended notice to transfer or sell shares to the Secretary of the corporation and will be subject to the conditions and terms of Article VII of the Articles of Incorporation of this corporation.

#### ARTICLE IX - DIRECTORS

This corporation shall have one Director initially. The name and street address of the initial and sole Directors is:

David Shick  
7217 Benjamin Road

Tampa, Florida 33634

ARTICLE X - OFFICERS

The name and address of the initial officer of these corporation is:

President - David Shick  
7217 Benjamin Road  
Tampa, Florida 33634

FILED  
98 DEC 11 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE XI - INCORPORATOR

The name and address of the sole incorporator of these Articles of Incorporation is:

David Shick  
7217 Benjamin Road  
Tampa, Florida 33634

IN WITNESS WHEREOF that the undersigned as the sole incorporator has executed the foregoing Articles of Incorporation on this 10th day of December, 1998.

By: David Shick

David Shick, Sole Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on this 10th day of December, 1998 by David Shick, Sole Incorporator..

David R. Turcios  
Notary Public, State Of Florida

My Commission Expires: \_\_\_\_\_

DAVID R. TURCIOS  
NOTARY PUBLIC, STATE OF FLORIDA  
COMMISSION # CC715337  
EXPIRES ON FEB 9, 2002

FILED  
98 DEC 11 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DUTIES BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for The ProSure Financial Group, Inc. The registered office of the corporation as set forth in the Articles of Incorporation is:

7217 Benjamin Road  
Tampa, Florida 33634

IN WITNESS WHEREOF, that the undersigned as the registered agent has executed the foregoing acknowledgment on this 10<sup>th</sup> day of December, 1998.

By: [Signature]  
David Shick, Registered Agent

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on this 10<sup>th</sup> day of December, 1998 by David Shick, Registered Agent.

[Signature]  
Notary Public, State Of Florida

My Commission Expires: \_\_\_\_\_

DAVID R. TURCIOS  
NOTARY PUBLIC, STATE OF FLORIDA  
COMMISSION # CC715337  
EXPIRES ON FEB 9, 2002

