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HOUSTON & SHAHADY, P.A.

316 Northeast Fourth Street
Fort Lauderdale, FL 33301

Thomas R. Shahady

Telephone (954) 779-3800
Facsimile (954) 779-3808

January 6, 1999

FILED
99 JAN 11 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FL 32399

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-01/12/99-01001-024
*****122.50 *****78.75

Re: The Oliver Insurance Group II, Inc.

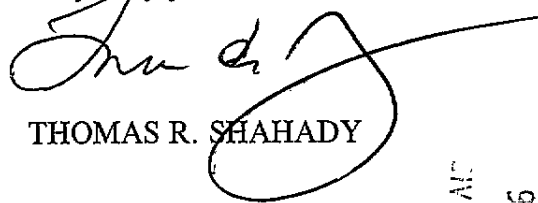
Gentlemen:

I am enclosing the original and one copy of the Articles of Incorporation to be filed for The Oliver Insurance Group II, Inc., along with my check in the amount of \$122.50 which represents the filing fee for the Articles of Incorporation.

Please file these Articles of Incorporation and return a conformed copy in the stamped, self-addressed envelope enclosed for your convenience.

If you have any questions, please advise.

Very truly yours,



THOMAS R. SHAHADY

TRS/bsk
enclosure

RECEIVED
99 JAN 11 PM 4:28
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
THE OLIVER INSURANCE GROUP II, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is **THE OLIVER INSURANCE GROUP II, INC.**

ARTICLE II

The purpose or purposes for which this corporation is organized is for any purpose permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III

This corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar and 00/100 (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

The initial street address of the principal office of this corporation shall be: 1040 Bayview Drive, Suite 130, Fort Lauderdale, Florida, 33304, and the Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI

The number of Directors may be altered, from time to time, by By-Laws adopted by the Shareholders, however, the corporation shall have no less than one (1) Director at any time.

ARTICLE VII

The name and post office address of the first Board of Directors and officers of this corporation, who shall hold office for the first year or until their successors are chosen, shall be:

Linda Oliver President/Secretary/Treasurer/Director	1040 Bayview Drive, Suite 130 Fort Lauderdale, FL 33304
Michael Oliver Vice President	1040 Bayview Drive, Suite 130 Fort Lauderdale, FL 33304

ARTICLE VIII

The name and address of the Subscriber of these Articles of Incorporation is as follows:

Linda Oliver	1040 Bayview Drive, Suite 130 Fort Lauderdale, FL 33304
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ARTICLE IX

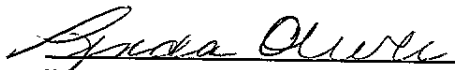
The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Linda Oliver	1040 Bayview Drive, Suite 130 Fort Lauderdale, FL 33304
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ARTICLE X

The corporation's existence will commence upon the filing of the Articles of Incorporation.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


LINDA OLIVER
INCORPORATOR

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LINDA OLIVER, to me known to be the person described in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Fort Lauderdale, County of Broward, State of Florida, this 6 day of January, 1999.



Notary Public - State of Florida

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I, LINDA OLIVER, do hereby accept designation of Registered Agent for **THE OLIVER INSURANCE GROUP II, INC.**


LINDA OLIVER
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA