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January ²⁰ 8, 1999

Corporation Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

FILED OF STATIOS
SECRETARY OF CORPORATIONS
99 JAN 22 PM 2:16

Re: McHenry Insurance Agency, Inc.
A Florida For Profit Corporation

Dear Sirs:

Enclosed is the original and two copies of the Articles of Incorporation for McHenry Insurance Agency, Inc., a Florida for profit corporation. Also, enclosed is a check for \$122.50 to cover the cost of filing.

Cordially,

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-01/22/99--01082--009
****122.50 *****78.75

EAR/ch
Encl.

E. Allan Ramey

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 22 PM 2:16

ARTICLES OF INCORPORATION
OF
McHENRY INSURANCE AGENCY, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is McHenry Insurance Agency, Inc.

ARTICLE TWO
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 524 B. Highway 90 East, DeFuniak Springs, Florida, 32433. The mailing address is 524 B. Highway 90 East, DeFuniak Springs, Florida, 32433.

ARTICLE THREE
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of an insurance agent or broker. To act as agent or broker for insurance companies and solicit and receive applications for fire, casualty, plate glass, boiler, elevator, accident, health, burglary, rent, marine, life, automobile, truck, and other motor vehicle insurance, and all other kinds of insurance. To collect premiums and do such other business as may be delegated to agents or brokers by insurance companies and to conduct a general insurance agency and insurance brokerage business.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

**ARTICLE FIVE
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is five thousand. Such shares shall be of a single class and be valued at one (\$1.00) dollars per share.

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 668 Twin Lake Drive, DeFuniak Springs, Florida, 32433, and the name of its initial registered agent at such address is James R. McHenry.

**ARTICLE SEVEN
DIRECTORS**

The number of directors constituting the corporation's initial board of directors is two. The name and address of each person who is to serve as a member of the initial board of directors is:

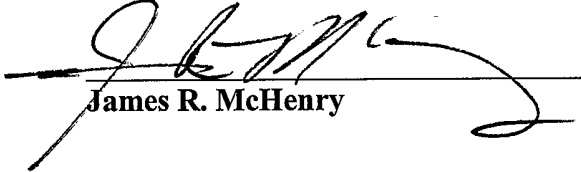
<u>Name</u>	<u>Address</u>
James R. McHenry	668 Twin Lake Drive DeFuniak Springs, Fl 32433
Rosemary S. McHenry	668 Twin Lake Drive DeFuniak Springs, Fl 32433

**ARTICLE EIGHT
INCORPORATORS**

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
James R. McHenry	668 Twin Lake Drive DeFuniak Springs, Fl 32433

Executed by the undersigned at DeFuniak Springs, Florida on the 15th day of
January, 1999.

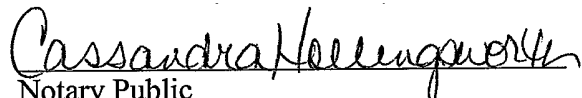

James R. McHenry

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 15th day of January,
1999, by James R. McHenry, who is personally known to me or who produced
N/A as identification.



CASSANDRA HOLLINGSWORTH
COMMISSION # CC605075
EXPIRES JAN 25, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.


Notary Public
Print Name: CASSANDRA Hollingsworth
My Commission Exp.: 1-25-2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIO
99 JAN 22 PM 2:16


**CONSENT AND ACCEPTANCE OF
APPOINTMENT AS REGISTERED AGENT**

OF

McHENRY INSURANCE AGENCY, INC.

I, James R. McHenry, having been named as registered agent and to accept service of process for McHenry Insurance Agency, Inc., at the place designated in the articles of incorporation, hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 15th day of January, 1999.


James R. McHenry