

DOUGLAS RAWLS GIRVIN, P.A.

A PROFESSIONAL ASSOCIATION

ATTORNEY AT LAW

SUITE 702, THE HAAS BUILDING
1001 NORTH U.S. HIGHWAY ONE
JUPITER, FLORIDA 33477

TELEPHONE
(561) 746-6669
TELEFAX
(561) 746-7754

February 9, 1999

P 99000013905

Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, Florida 32399

FedEx Airbill No. 790202136639

Re: The Hoffman Group, Inc.
Articles Of Incorporation/Designation of Reg. Agent


700002771767--0
-02/10/99--01069--006
122.50 *78.75

Dear Sir or Madam:

Enclosed herewith please find an original and a copy of the Articles of Incorporation of the above-referenced corporation submitted for filing, as well as a check in the sum of One Hundred Twenty Two and 50/100 Dollars (\$122.50) payable to the Secretary of State for filing same.

Please return a stamped copy of the enclosed Articles to my attention. If you have any questions regarding the above, please contact me by telephone prior to returning the enclosed.

Very truly yours,



D.R. Girvin
DRG/dg
Enclosures:

FILED
99 FEB 10 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSE FEB 12 1999

ARTICLES OF INCORPORATION
OF
THE HOFFMAN GROUP, INC.

I, the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be The Hoffman Group, Inc.

ARTICLE II

The purpose of this corporation and the general nature of the business to be transacted by it shall be:

(A) To engage in the sale of property and casualty insurance products, rendering all services attendant to same; and,

(B) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation; to carry on any lawful business whatsoever which will accomplish the purposes or objects of the corporation without limiting or restricting in any manner the powers of this corporation; and to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of One Thousand Shares (1,000) shares of common stock having a par value of \$1.00 per share. The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States of America,

FILED
99 FEB 10 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

property, labor, or any form or type of services to be valued by the directors of the corporation at a just and fair valuation as shall be fixed by the directors.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial board of directors shall be composed of two (2) directors, which may be increased by the board at any time by resolution. The names and addresses of the initial directors are:

Richard J. Hoffman
1000 North U.S. Highway One, #661
Tequesta, Florida 33469

Carla Green
3592 S. E. Leonard Lane
Stuart, Florida 34997

ARTICLE VI

The street address of the initial principal office of the corporation shall be 1001 North U.S. Highway One, Suite 401, Jupiter, Florida 33477. The mailing address of the corporation shall be 1001 North U.S. Highway One, Suite 401, Jupiter, Florida 33477. The directors may from time to time change the principal office and mailing address of the corporation by resolution.

ARTICLE VII

The names and addresses of the initial officers of this corporation shall be as follows:

President:

Name:
Address:

Richard J. Hoffman
1000 North U.S. Hwy. One, #661
Jupiter, Florida 33477

Vice-President/
Secretary-Treasurer:

Name:
Address:

Carla Green
3592 S. E. Leonard Lane
Stuart, Florida 34997 February 8, 1999

ARTICLE VIII

Richard J. Hoffman, located at the registered office of the corporation, is designated as the registered agent to accept any service of process within this state on behalf of the corporation. The street address of the initial registered office of the corporation shall be 1001 North U.S. Highway One, Suite 407, Jupiter, Florida 33477.

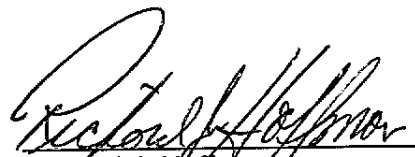
ARTICLE IX

The incorporator of this corporation shall be Richard J. Hoffman. The address of the incorporator is 1000 North U.S. Highway One, #661, Jupiter, Florida 33477.

ARTICLE X

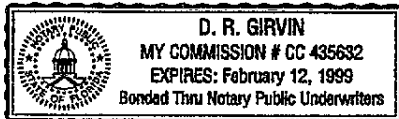
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered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

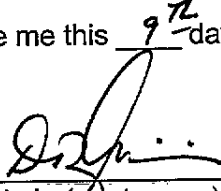
IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation at Jupiter, Palm Beach County, Florida, for the uses and purposes aforesaid.


Richard J. Hoffman

STATE OF FLORIDA:
COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me this 9th day of February, 1999,
by Richard J. Hoffman, who did not take an oath.





D.R. Girvin (print name)
Notary Public State of Florida
My Commission Expires: 2/12/99
Commission No.: CC435632

Personally Known x OR Produced Identification
Type of Identification Produced _____

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

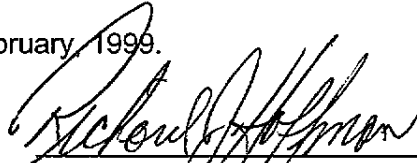
Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office in the State of Florida:

1. The Name of the Corporation is The Hoffman Group, Inc.
2. The name and address of the registered agent and office of same are:

Richard J. Hoffman
1001 North U.S. Highway One, Suite 401
Jupiter, Florida 33477

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment as such and agree to act in said capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I hereby certify that I am a permanent resident of Florida, residing at 1000 North U.S. Highway One, #661, Jupiter, Palm Beach County, Florida 33477. I declare that I am familiar with, and hereby accept, the obligations of a registered agent.

EXECUTED this 9th day of February 1999.



Richard J. Hoffman
Registered Agent

FILED
99 FEB 10 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA