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LAW OFFICES OF RAYMOND J. SKELTON

12164 S.W. 51ST COURT  
COOPER CITY, FLORIDA 33330  
Telephone: (954) 680-7884  
Telecopier: (954) 680-7883

Division of Incorporations  
P.O. Box 6327  
Tallahassee 32314

2-15-99

RE: John D. Black & Associates, P.A.

People:

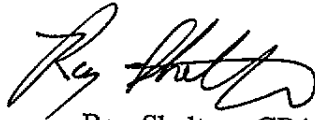
Enclosed are the following documents to be filed with your office:

1. Articles of Incorporation-one original & one copy;
2. Form for my Acceptance as Registered Agent;
3. Check Payable to the Secretary of State for \$70.00;

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-02/18/99--01023--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Please return the stamped articles & registered agent form to my office at the address listed above.  
Thank-you for your assistance. Certified copies of the Articles are not required.

Very truly yours,



Ray Skelton, CPA  
Attorney at Law

EFFECTIVE DATE  
2-12-99

FILED  
99 FEB 18 PM 12:05  
DIVISION OF INCORPORATIONS  
TALLAHASSEE, FLORIDA

asc  
2/18

FILED  
99 FEB 18 PM 12:06  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
JOHN D. BLACK & ASSOCIATES, P.A.

The undersigned incorporator hereby forms a professional service corporation on behalf of John D. Black, a natural person competent to contract and legally authorized and licensed to practice the profession of Insurance Agent in the State of Florida, in accordance with the Florida Professional Service Corporation Act under Chapter 621 of Florida Statutes, as amended from time to time.

ARTICLE I. NAME & ADDRESS

The name of the corporation shall be:

JOHN D. BLACK & ASSOCIATES, P.A..

The address of the initial principal office of this corporation shall be 12164 S.W. 51<sup>st</sup> Court Cooper City, Florida, 33330, and the mailing address of the corporation shall be the same.

EFFECTIVE DATE  
2-12-99

ARTICLE II. NATURE OF BUSINESS

This professional service corporation may engage in every phase and aspect of the practice of a Florida insurance agent. In addition, this corporation may engage in every phase and aspect of any other profession for which Mr. John D. Black has acquired the prescribed Florida license to practice. This corporation may not engage in any profession for which Mr. Black does not possess the required Florida license. In addition, this corporation may invest funds of the professional service corporation in securities, real estate, mortgages, or any other type of investment, and own or lease real and personal property necessary for the rendering of the above described professional services.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any

one time is 10,000 shares of common stock having \$1.00 par value per share. One hundred (100) shares of stock shall initially be issued to John D Black. None of the shares of this professional service corporation shall be issued to anyone other than an individual duly licensed to practice the profession of an insurance agent in the State of Florida.

#### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 12164 Southwest 51st Court, Cooper City, Florida 33330 and the name of the initial registered agent of the corporation at that address is Raymond J. Skelton.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually. As allowed by §607.0203 of Florida Statutes, this Corporation's existence shall commence on the date that falls exactly four business days prior to the date these articles are filed with the Florida Department of State.

#### ARTICLE VI. MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of the shareholders. The business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation. There shall be no Directors of this corporation.

#### ARTICLE VII. AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Shareholders, and any right conferred upon the shareholders is subject to this amendment.

#### ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights; i.e. every shareholder shall have the right of first refusal to purchase his or her pro-rata share of any newly issued stock of the same kind, class, or series that such shareholder currently holds at the same price that it is offered to others.

ARTICLE IX. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation's existence, or until their successors are appointed are:

John D Black, President, Secretary, & Treasurer;  
12164 S.W. 51<sup>st</sup> Court  
Cooper City, Florida 33330

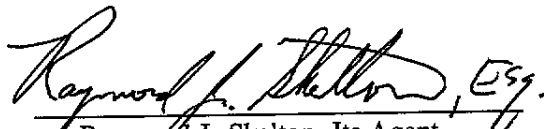
ARTICLE X. SPECIAL PROVISION

It is the intent of the Incorporator as well as the initial shareholder that the corporation's common stock will qualify as "small business stock" under Internal Revenue Code§1244, as amended from time to time, and that the shareholders shall take all actions necessary to obtain and maintain the corporation's status as an S corporation under §§1261 & 1262 of the Internal Revenue Code, as amended from time to time.

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:  
Law Offices of Raymond J. Skelton, P.A.  
12164 S.W. 51<sup>st</sup> Court  
Cooper City, Florida 33330

The undersigned incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of February, 1999 .

  
Raymond J. Skelton, Its Agent,  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I, RAYMOND J. SKELTON

the under signed, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of

JOHN D. BLACK & ASSOCIATES, INC..

do hereby accept such designation and agree to comply with the laws of the State of Florida relative thereto.

By: Raymond J. Skelton

Raymond J. Skelton  
Registered Agent

12164 S.W. 51st Ct.

Cooper City, Florida 33330  
Address

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

1999 FEB 18 PM 12:06

FILED