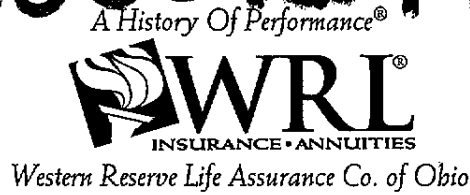


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February 17, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

RE: AEGON Distributors, Inc

Enclosed is an original and one copy of the Articles of Incorporation for AEGON Distributors, Inc., and the Certificate of Designation of Registered Agent/Registered Office, along with a check for the filing fee of \$70.00.

Please return the original or a copy of the Articles to me at the address below, with acknowledgment of filing stamped or endorsed on it. A return envelope is enclosed for your convenience.

If there are any questions or you need anything further, please contact me at the toll-free number below.

Yours truly,

William H. Geiger (as)

William H. Geiger, Esq.
570 Carillon Parkway
St. Petersburg, FL 33716-1202
1-(800)-443-9975, ext. 1831

Enclosures

WHG/as
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
AEGON DISTRIBUTORS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

The name of the Corporation is **AEGON Distributors, Inc.**

ARTICLE II

The initial registered office of the Corporation in the State of Florida is to be located at 570 Carillon Parkway, in the City of St. Petersburg, County of Pinellas. The name and address of its registered agent of this Corporation at that address is William H. Geiger.

ARTICLE III

The purpose for which the Corporation is organized is to engage in general business.

ARTICLE IV

The aggregate number of shares of stock which the Corporation shall have authority to issue shall be one thousand (1,000) shares, which shall consist of one class only, designated "Common Stock." Each of such shares shall have a par value of One Dollar (\$1.00).

The Corporation shall have the right to impose restrictions on the transfer of its shares and may become a party to agreements entered into by any of its shareholders restricting the transfer of its shares, whether issued or unissued, now or hereafter authorized, and however acquired by such shareholders. No transfer or encumbrance of shares subject to such agreements shall be effective unless made in compliance with such agreements.

ARTICLE V

A President, a Vice President, a Treasurer and a Secretary shall conduct the business of the Corporation and such other officers or assistant officers as the Corporation may from time to time deem proper.

ARTICLE VI

The name and mailing address of the incorporator is as follows:

William H. Geiger
570 Carillon Parkway
St. Petersburg, FL 33716-1202

ARTICLE VII

The Corporation shall have perpetual existence.

ARTICLE VIII

Each person who at any time is, or shall have been, a director, officer, employee or agent of the Corporation, and who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or served at the request of the Corporation as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such director, officer, employee or agent in connection with any such action, suit or proceeding to the full extent permitted by the laws of the State of Florida. The foregoing right of indemnification shall in no way exclude any other rights of indemnification to which any such director, officer, employee or agent may be entitled, under any by-law, agreement, vote of stockholders or directors or otherwise. All rights of indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of any such director, officer, employee or agent.

The Corporation may purchase and maintain insurance on behalf of any person referred to in the preceding paragraph against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article VIII or otherwise.

For purposes of this Article VIII, references to "the Corporation" shall include in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or

agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

The provisions of this Article VIII shall be deemed to be a contract between the Corporation and each director or officer who serves in any such capacity at any time while this Article and the relevant provisions of the Florida Business Corporation Act or other applicable law, if any, are in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

ARTICLE IX

The Board of Directors is hereby authorized to adopt, amend or repeal the By-Laws of the Corporation.

ARTICLE X

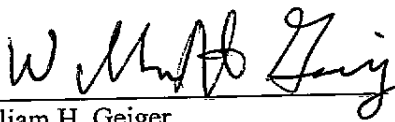
The number of directors of the Corporation shall be as fixed by, or in the manner provided in, the By-Laws, but shall never be less than one (1). Newly created directorships and any vacancies in the Board of Directors may be filled by a majority of the remaining directors, although less than a quorum. The name and address of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
John R. Kenney	570 Carillon Parkway St. Petersburg, FL 33716-1202
Larry G. Brown	570 Carillon Parkway St. Petersburg, FL 33716-1202
David J. Bullock	570 Carillon Parkway St. Petersburg, FL 33716-1202

ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation in the manner now or hereafter provided by statute, and all rights conferred by stockholders herein are subject to this reservation.

I, THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation in pursuance of the Florida Business Corporation Act, do make this Certificate, hereby declaring and certifying that the facts therein stated are true, and accordingly, have hereunto set my hand and seal this 17 day of February, 1999.

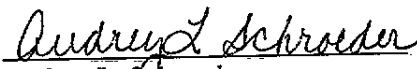


William H. Geiger

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

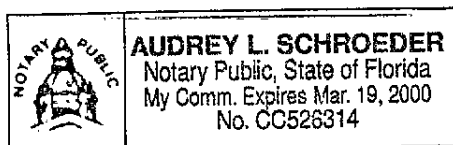
BE IT REMEMBERED, that on this 17th day of February, 1999, personally came before me, a Notary Public for the State of Florida, WILLIAM H. GEIGER, the party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged and said Certificate to be the act and deed of the signer, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year above said.



Audrey L. Schroeder
Notary Public

My Commission expires: 3/19/2000



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

AEGON Distributors, Inc.

2. The name and address of the registered agent and office is:

William H. Geiger
570 Carillon Parkway
St. Petersburg, FL 33716-1202

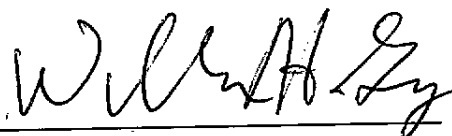
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



David J. Bullock
President and Chief Executive Officer

Date: Feb. 17, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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.



William H. Geiger

Date: Feb. 17, 1999