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STUART M. SLUTSKY, P.A.
STUART M. SLUTSKY, C.P.A., M.B.A.
ATTORNEY AT LAW

February 24, 1999

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

RE: Incorporation of SCHULTZ INSURANCE GROUP, INC.

Dear Sir/Madam:

600002788836--5

Enclosed please find the following:

02/26/99 01081--017
*****78.75 *****78.75

1) Original and one (1) copy of the Articles of Incorporation of the above captioned corporation containing the Registered Agent Designation and Acceptance

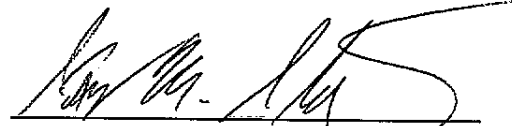
2) A check in the amount of \$78.75 made payable to your order, representing the following fees:

| | |
|------------------------------|---------|
| Filing Fee | \$35.00 |
| Certificate Under Seal | \$8.75 |
| Registered Agent Designation | \$35.00 |
| Total Enclosed | \$78.75 |

Please return copies of the Certificate Under Seal and clocked in Articles of Incorporation once registered.

Thank you in advance for your immediate attention to this matter.

Very truly yours,
STUART M. SLUTSKY, P.A.



BY: STUART M. SLUTSKY, ESQ.

Enclosure

B. BROCK MAR 2 1999

FILED
99 FEB 26 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SCHULTZ INSURANCE GROUP, INC.

FILED
99 FEB 26 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator (s), for the purposes of forming a Corporation under the Florida Business Corporations Act, hereby adopt (s) the following Articles of Incorporation:

ARTICLE I: NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be **SCHULTZ INSURANCE GROUP, INC..** The principal address of the corporation will be **c/o Allstate Insurance Company, 3506 S. University Drive, Davie, Florida 33328.**

ARTICLE II: DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III: PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares at \$.01 par value.

ARTICLE V: REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **c/o Allstate Insurance Company, 3506 S. University Drive, Davie, Florida 33328** and the name of the initial registered agent at that address is **HERBERT S. SCHULTZ.**

ARTICLE VI: INCORPORATORS

The name and address of each person signing these Articles is:

NAME

HERBERT S. SCHULTZ


ADDRESS

**236 Landings Blvd.
Weston, Florida 33327**

ARTICLE VII: INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of February, 1999.


HERBERT S. SCHULTZ
Incorporator

Certificate Designating Place of Business or Domicile for the
Service of Process within this State and Naming Agent upon
whom Process may be Served

In compliance with Section 48.091, Florida Statutes, the following is
submitted:

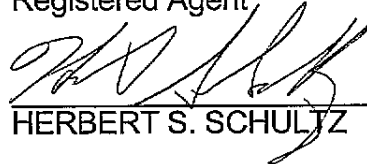
That **SCHULTZ INSURANCE GROUP, INC.**, desiring to organize under the
laws of the State of Florida, with its principal office, as indicated in the Articles of
Incorporation at University Park Plaza, 3506 S. University Drive, Davie, Florida
33328, has named **HERBERT S. SCHULTZ**, located at **c/o Allstate Insurance
Company, 3506 S. University Drive, Davie, Florida 33328**, as its agent to accept
service of process within this state.

ACKNOWLEDGEMENT:

I hereby certify that I am familiar with and accept the duties and
responsibilities as registered agent for said corporation.

Registered Agent

By:


HERBERT S. SCHULTZ

FILED
99 FEB 26 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA