

P99000022870

March
February 6, 1999

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of ASSET PROTECTION INSURANCE, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$78.75 to cover the filing fee.

3. Designation of Resident Agent.

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*****78.75 *****78.75

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (407) 729-6399

Thank you for your assistance in this matter.

Sincerely,

Kevin W. Rice

KEVIN RICE

Sandra Rice

SANDRA RICE

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
ASSET PROTECTION INSURANCE, INC.

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ARTICLE I. NAME

The name of this corporation is
ASSET PROTECTION INSURANCE, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of
\$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

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 (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3475 Ft. Sumter St., Melbourne, Florida 32934, and the name of the initial registered agent of this corporation at that address is SANDRA RICE.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

KEVIN RICE	SANDRA RICE
3475 Ft. Sumter St.	3475 Ft. Sumter St.
Melbourne FL 32934	Melbourne FL 32934

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 3475 Ft. Sumter St., Melbourne, Florida 32934, and the mailing address of the corporation is 3475 Ft. Sumter St., Melbourne, Florida 32934.

ARTICLE IX. INCORPORATORS

The names and addresses of the persons signing these articles are:

KEVIN RICE	SANDRA RICE
3475 Ft. Sumter St.	3475 Ft. Sumter St.
Melbourne FL 32934	Melbourne FL 32934

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 6th day of March, 1999.

Kevin W. Rice F.O.C.
KEVIN RICE

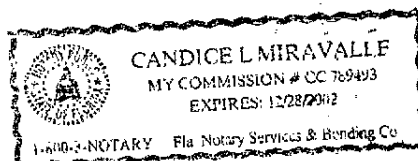
Sandra Rice F.O.C.
SANDRA RICE

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared KEVIN RICE and SANDRA RICE to me known to be the persons described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 6th day of March, 1999.

Candice L. Miravalle
Notary Public



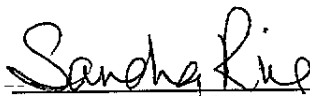
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That ASSET PROTECTION INSURANCE, INC., desiring to
organize under the laws of the State of Florida, with its
principal office at 3475 Ft. Sumter St., Melbourne, Brevard
County, Florida 32934, has named SANDRA RICE, located at 3475
Ft. Sumter St., Melbourne, Brevard County, Florida 32934,
as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


SANDRA RICE
Registered Agent

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