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March 9, 1999

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

900002802109--6  
-03/11/99--01041--020  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Shank-Branch Insurance Services, Inc.

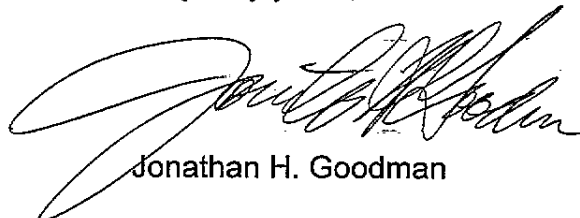
Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation on the above-named corporation, together with a check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
	\$122.50

I would appreciate your filing the enclosed at your earliest convenience and sending me a certified copy of same.

Very truly yours,

  
Jonathan H. Goodman

JHG/gb  
Enc.

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

I R. Purinton MAR 16 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**SHANK-BRANCH INSURANCE SERVICES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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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 this corporation is SHANK-BRANCH INSURANCE SERVICES, INC.

**ARTICLE II.**

The main location where the company shall conduct its business is 108 DeBarry Avenue, Orange Park, Florida 32073.

**ARTICLE III.**

The duration of the corporation shall be perpetual.

**ARTICLE IV.**

The purpose of the corporation shall be the sale of insurance to the public and for any other lawful purpose for which corporations for profit are incorporated under the laws of the State of Florida.

**ARTICLE V.**

The method of election of directors shall be as stated in the corporate by-laws.

**ARTICLE VI.**

The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares of common stock with a par value of Five Dollars (\$5.00) per share.

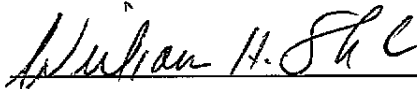
**ARTICLE VII.**

The street address of the corporation's initial registered office and the name of its initial registered agent at that address is William H. Shank, 108 DeBarry Avenue, Orange Park, Florida 32073.

**ARTICLE VIII.**

The name and address of the sole incorporator is William H. Shank, 2140 Newberry Road, Jacksonville, Florida 32218.

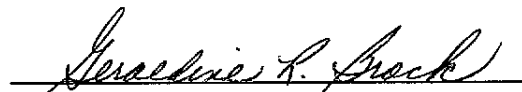
IN WITNESS WHEREOF, the undersigned incorporator has signed and sealed these Articles of Incorporation this 10 day of March, 1999.

  
\_\_\_\_\_  
William H. Shank

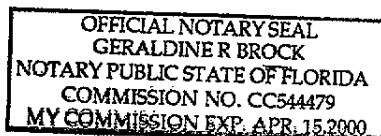
STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, personally appeared WILLIAM H. SHANK, who being by me first duly sworn, and who is personally known to me, and who produced a Florida drivers license as identification, executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation as his free act and deed, for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County, aforesaid, this 10<sup>th</sup> day of March, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires: 4-15-2000



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

Pursuant to the provisions of Sections 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:

Shank-Branch Insurance Services, Inc.

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

Name: William H. Shank  
Address: 108 DeBarry Avenue  
City/State/Zip: Orange Park, Florida 32073

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 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.

SIGNATURE: William H. Shank  
Registered Agent

DATE: 3/10/99

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