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HOWARD R. KITE
304 WEST CERVANTES
PENSACOLA, FL 32501

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****122.50 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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99 MAR -3 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W9900005625
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B. BROCK MAR 18 1999

Examiner's Initials	
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K

Howard R. Kite Insurance Agency

304 W. Cervantes St.
Pensacola, FL 32501
Office (850) 434-8123
Fax (850) 434-8952

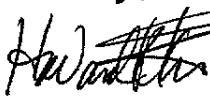
March 16, 1999

Florida Department of State
Division of Corporations
P.O. box 6327
Tallahassee, FL 32314
Attn: Barbara Brock

Dear Ms. Brock:

Please find enclosed the amended documents per your request. If you have any further questions, please contact me at the above number.

Sincerely,



HOWARD R. KITE

RECEIVED
93 MAR 17 AM 11:34
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 9, 1999

HOWARD R. KITE
304 WEST CERVANTES STREET
PENSACOLA, FL 32501-3030

SUBJECT: HOWARD R. KITE INSURANCE AGENCY, INC.
Ref. Number: W99000005625

We have received your document for HOWARD R. KITE INSURANCE AGENCY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 899A00010786

HOWARD R. KITE INSURANCE AGENCY, INC.

ARTICLES OF INCORPORATION

A CLOSE CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST

Howard R. Kite, whose address is 304 West Cervantes Street, Pensacola, Florida 32501-3030. being at least eighteen years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Florida.

SECOND

The name of the corporation (which is hereafter referred to as the "Corporation") is Howard R. Kite Insurance Agency, Inc., a Close Corporation.

THIRD

The purposes for which the Corporation is formed are:

- (1) to provide insurance and investment products and consulting services and
- (2) to do anything permitted by the General Laws of the State of Florida.

FOURTH

The post office address of the principal office of the Corporation in this state is 304 West Cervantes Street, Pensacola, FL 32501-3030 . The name and address of the Registered Agent of the Corporation in this state is Howard R. Kite, 304 West Cervantes Street, Pensacola, Florida 32501-3030. Said Registered Agent is an individual actually residing in this state.

FIFTH

The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SIXTH

The number of Directors of the Corporation shall be One, which may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that;

- (1) If there is no stock outstanding, the number of Directors may not be less than one (1); and
- (2) If there is stock outstanding, and so long as there are less than Two (2) stockholders, the number of Directors may be One (1), but not less than the number of stockholders.

The name and address of the Director who shall act until the first annual meeting of the shareholders or until the successors are chosen and qualify is Howard R. Kite, 304 West Cervantes Street, Pensacola, Florida 32501-3030.

SEVENTH

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and stockholders:

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized;
- (2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, restrictions and qualifications of, the dividends on, the terms and prices of redemption of, and the conversion rights of such shares.

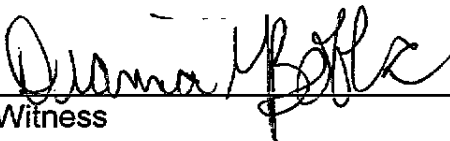
The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Articles of Incorporation, or constructed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the state of Florida now or hereafter in force.


EIGHT

Except as may otherwise be provided by the Board of Directors, no holder of any share of stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instrument evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation as the incorporators of this Corporation, this 18th day of Mar, 1999, and I acknowledge the same to be my act.

Having been named as resident agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Witness


Howard R. Kite

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TALLAHASSEE, FLORIDA