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*Admitted PA, VA, TN only

March 15, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **G.R. Thompson & Associates, Inc.**

200002813492---0
-03/22/99--01097--011
***122.50 ***78.75

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation for the above proposed Florida corporation, along with a check in the amount of \$122.50, for payment of the following:

Filing Fee:	\$35.00
Certified Copy Fee:	\$52.50
Registered Agent Fee:	\$35.00

Please file the enclosed Articles and return a certified copy to me. Thank you for your assistance in this matter.

Sincerely,

AMARI & THERIAC, P.A.

Lee Marinelli
Lee Marinelli, Esquire

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 22 PM 3:16

LM:dea

Enclosures as stated

Corporat\Thompson & Bostrom\Gary Thompson & Assoc.\Sec.of State - Articles

D. BROWN MAR 25 1999.

ARTICLES OF INCORPORATION

OF

G. R. THOMPSON & ASSOCIATES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 22 PM 3:16

ARTICLE I

Name

The name of the corporation is **G. R. THOMPSON & ASSOCIATES, INC.**

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Purposes

This corporation is organized for the purpose of rendering insurance services to the public and is authorized to engage in and transact any and all lawful business within the scope of Chapter 607, *Florida Statutes*, or other applicable law.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$0.10 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the corporation's initial registered office, and the name of its initial registered agent at that office is as follows: GARY R. THOMPSON - 66
N. Atlantic Avenue, Cocoa Beach, Florida 32931.

ARTICLE VI
Principal Office

The principal office of the corporation is as follows: 66 N. Atlantic Avenue, Cocoa Beach, Florida 32931.

ARTICLE VII
Directors

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

The name and street address of the initial director of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Gary R. Thompson	66 N. Atlantic Avenue Cocoa Beach, Florida 32931

ARTICLE VIII
Incorporator

The name and street address of the incorporator of this corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Gary R. Thompson	66 N. Atlantic Avenue Cocoa Beach, Florida 32931

ARTICLE IX
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

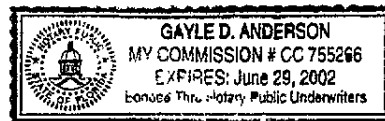
IN WITNESS WHEREOF, this incorporator has executed these Articles of Incorporation,
this 16th day of March, 1999.

Gary R. Thompson
GARY R. THOMPSON

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me, this 16th day of March, 1999,
by **Gary R. Thompson**, who is personally known to me, who has produced sufficient
identification, and who did take an oath.

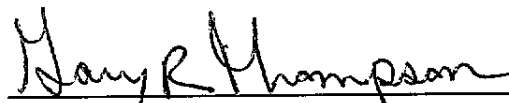
Gayle D. Anderson
Notary Public



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501, *Florida Statutes*, the following is submitted:

G. R. THOMPSON & ASSOCIATES, INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates Gary R. Thompson, as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 66 N. Atlantic Avenue, Cocoa Beach, Florida 32931.



Gary R. Thompson

Dated: 3/16/99

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Gary R. Thompson

Dated: 3/16/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 22 PM 3:16