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JOHN M. LYNN  
CARL HANSON

April 9, 1999

OF COUNSEL:  
PROENZA, ROBERTS AND HURST, P.A.  
GROVE PLAZA  
2900 MIDDLE STREET  
MIAMI, FLORIDA 33133

VIA FEDERAL EXPRESS

Secretary of State  
New Filings  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32304

400002836094--5  
-04/12/99--01089--016  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: J.W. MITCHELL INSURANCE SERVICES, INC.

Gentlemen:

We are enclosing an original and one copy of the Articles of Incorporation of **J.W. MITCHELL INSURANCE SERVICES, INC.**, together with our check in the amount of \$122.50 to cover the cost of filing same.

We have computed the costs of filing as follows:

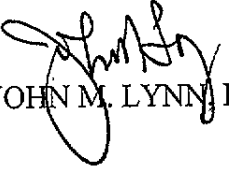
1.	Filing Fee	\$ 35.00
2.	Certified Copy	52.50
3.	Certificate designating registered agent	<u>35.00</u>
		\$ 122.50

FILED  
99 APR 12 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

If you have any questions regarding the above, or the enclosed, please do not hesitate to contact our office.

Very truly yours,

LYNN & HANSON, P.A.

  
JOHN M. LYNN, ESQ.

4/14/99

**ARTICLES OF INCORPORATION**

**FOR**

**J.W. MITCHELL INSURANCE SERVICES, INC.**

**FILED**  
**99 APR 12 PM 1:36**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned does hereby make, subscribe, acknowledge and file these Articles of Incorporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of the corporation is: **J.W. MITCHELL INSURANCE SERVICES, INC.**

**ARTICLE II**  
**PURPOSE**

This corporation is organized to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida General Corporation Act, including but not limited to the following:

a. To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such bonds, stocks, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the general corporation laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner at any time owned, held or guaranteed, and to do all other acts or things for the preservation, protection, improvement or enhancement in value of any stock, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

b. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

c. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

d. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of letters, patent rights, licenses and privileges, inventions, improvements and

processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

e. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at the specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed, or in payment for the property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or otherwise lien upon any or all of the property, rights, privileges or franchises of the corporation, wheresoever situated, acquired, or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors, to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious.

f. To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

g. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions, and dependencies of the United States, and in foreign countries, without restriction as to place or amount.

h. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation and benefit of the corporation, as principal, agent, director, trustee or otherwise and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment thereof.

### ARTICLE III DURATION

This corporation shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IV  
SHARES OF STOCK

The capital stock of this corporation shall consist of **100** shares of common stock.

ARTICLE V  
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI  
PRINCIPAL OFFICE AND REGISTERED OFFICE AND AGENT

The principal office of the corporation is **50 N. Homestead Boulevard, Homestead, Florida 33030**; the registered office of the corporation is **50 N. Homestead Boulevard, Homestead, Florida 33030**; and the initial registered agent is **JOHN W. MITCHELL, JR.**

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of the directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1) nor more than five (5). The name and address of the initial directors of this corporation are:

**JOHN W. MITCHELL, JR.**  
**50 N. Homestead Boulevard**  
**Homestead, Florida 33030**

ARTICLE VIII  
INITIAL OFFICERS

The initial officers of this corporation shall be as follows:

**JOHN W. MITCHELL, JR., President/Secretary**

ARTICLE IX  
INCORPORATORS

The name and address of the incorporators executing these Articles of Incorporation are:

**JOHN W. MITCHELL, JR.  
50 N. Homestead Boulevard  
Homestead, Florida 33030**

ARTICLE X  
BY-LAWS

The power to adopt, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI  
STOCK

The name and post office address of the subscriber to these Articles of Incorporation, and the number of shares of stock of this corporation which each agrees to take is as follows:

<b>JOHN W. MITCHELL, JR. 50 Homestead Boulevard Homestead, Florida 33030</b>	<b>- 100 Shares</b>
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The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE XII  
ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and the creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors are hereby adopted as part of these Articles of Incorporation.

a. The Board of Directors from time to time shall determine whether and to what extend, and at what times and places, and under what conditions and regulations, the account and books of the corporation or any of them, shall be open to the inspection of the stockholders and no stockholder shall have any right to inspect any account or document of the corporation, except as conferred by a statute or authorization by the Board of Directors, or by resolution of the stockholders.

b. No person shall be required to own or hold common stock in the corporation as a condition precedent to holding an office in this corporation.

c. The directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

d. Pre-emptive Rights: When the Board of Directors so determine to increase the common stock authorization to be issued pursuant to these Articles of Incorporation, and any further increase of same, or any portion thereof, said stock shall first be offered, at part, prorate to the common stockholders in relation to their present holdings who may desire to subscribe for such stock.

#### ARTICLE XIII

Special meetings of shareholders may be called as set forth in the By-Laws of this corporation.

#### ARTICLE XIV

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

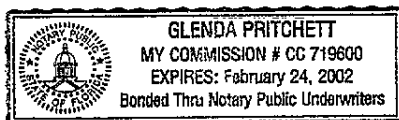
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of April, 1999.

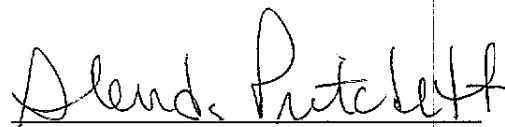
  
JOHN W. MITCHELL, JR.

STATE OF FLORIDA       )  
COUNTY OF MIAMI-DADE )

I HEREBY CERTIFY that on this 9th day of April, 1999, personally appeared: **JOHN W. MITCHELL, JR.**, who is personally known to me or who has produced a copy of his State Driver's License as identification and who did take an oath, as being the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same of his own free will.

(SEAL)



  
NOTARY PUBLIC  
Printed Name: **Glenda Pritchett**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Section 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: **J.W. MITCHELL INSURANCE SERVICES, INC.**
2. The address of the corporation is: **50 N. Homestead, Boulevard, Homestead, Florida 33030.**
3. The name and address of the registered agent and office is:  
**JOHN W. MITCHELL, JR., 50 N. Homestead, Boulevard, Homestead, Florida 33030.**

Signature: John W. Mitchell Jr  
Corporate Officer

Title: President

Date: 4-9-99

FILED

99 APR 12 PM 1:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

Signature: John W. Mitchell Jr  
Registered Agent

Date: 4-9-99