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Owen N. Powell

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April 13, 1999

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Secretary of State
Corporation Division
The Capitol
Tallahassee, FL 32301

EFFECTIVE DATE
5-15-99

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-04/14/99--01085--003
*****70.00 *****70.00

In Re: Articles of Incorporation **CARROLL INSURANCE AGENCY INC.**

Dear Sir:

Enclosed are the original and two duplicate copies of the Articles of Incorporation of the above named corporation.

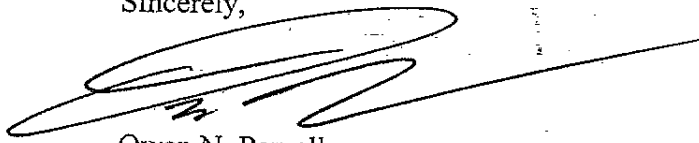
The duplicate copies have been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on one of the duplicate copies, certify and return them to me at the above address.

Enclosed herewith is my check in the sum of \$70.00 made payable to your order representing fees for the following:

Filing Fee	\$20.00
Certified Copy	\$30.00
Resident Agent Form	\$20.00
	<hr/>
	\$70.00

Your attention to this matter is appreciated.

Sincerely,



Owen N. Powell
ONP/ch
Encls:

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99 APR 14 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 15 1999

**ARTICLES OF INCORPORATION
OF
CARROLL INSURANCE AGENCY, INC.
A FLORIDA CORPORATION**

The undersigned subscriber to these Articles of Incorporation are natural persons competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**Article 1
NAME**

EFFECTIVE DATE
5-15-99

The name of the corporation is **CARROLL INSURANCE AGENCY, INC.**

**Article 11
NATURE OF BUSINESS**

The general purposes for which the corporation is organized are :

(A) To engage in the business of selling insurance .

(B) To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

(C) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**Article III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is **500 (FIVE HUNDRED) shares of common stock**, each share having a par value of **FIVE DOLLARS (\$5.00)**.

**Article IV
INITIAL CAPITAL**

The minimum amount of capital with this corporation shall begin business is **TWO THOUSAND FIVE HUNDRED DOLLARS (2,500.00)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is **500 (FIVE HUNDRED) shares of common stock**, each share having a par value of **FIVE DOLLARS (\$5.00)**.

Article IV

INITIAL CAPITAL

The minimum amount of capital with this corporation shall begin business is **TWO THOUSAND FIVE HUNDRED DOLLARS (2,500.00)**

Article V

INITIAL ADDRESS AND AGENT

The corporation's initial registered office in the State of Florida shall be at **411 N Waukesha Street, Bonifay, Florida 32425** and at such address shall be the mailing address of the corporation. The name of this corporation's initial registered agent is **THOMAS D. CARROLL**. The directors may from time to time designate such other address and place for the principal office of this corporation as they may see fit. The principal office shall be at **411 Waukesha Street, Bonifay, Florida 32425** with the same address as the registered office.

Article VI

TERM OF EXISTENCE

This corporation shall have perpetual existence.

Article III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is **500 (FIVE HUNDRED) shares of common stock**, each share having a par value of **FIVE DOLLARS (\$5.00)**.

Article IV

INITIAL CAPITAL

The minimum amount of capital with this corporation shall begin business is **TWO THOUSAND FIVE HUNDRED DOLLARS (2,500.00)**

Article V

INITIAL ADDRESS AND AGENT

The initial registered principal office shall be at **411 N Waukesha Street, Bonifay, Florida 32425** and at such address shall be the mailing address of the corporation. The directors may from time to time designate such other address and place for the principal office of this corporation as they may see fit. The principal office shall be at **411 Waukesha Street, Bonifay, Florida 32425** with the same address as the registered office.

Article VI

TERM OF EXISTENCE

This corporation shall have perpetual existence.

Article VII

DIRECTORS

The corporation shall have **ONE** director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders but shall never be less than one.

Article VIII

INITIAL DIRECTORS

The name and address of the first director who shall hold office until his successor is elected is as follows:

Thomas D. Carroll
411 N Waukesha Street
Bonifay, Fl 32425

Article IX

EFFECTIVE DATE

The Articles of Incorporation shall be effective on the 15th day of May, 1999.

Article X

INCORPORATORS

The name and address of each incorporator is:

Thomas D. Carroll	350 shares	\$1,750.00
411 N. Waukesha Street		
Bonifay, Fl 32425		

<u>Phyllis Carroll</u>	<u>150 shares</u>	<u>\$ 750.00</u>
411 N. Waukesha Street		
Bonifay, Fl 32425		

Article XI

AMENDMENT

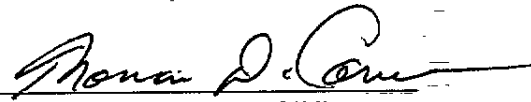
These Articles of Incorporation may be amended in the manner provided by law.

Article XII

WRITTEN ACCEPTANCE BY REGISTERED AGENT

I, Tommy Carroll am hereby familiar with and accept the duties, obligations and responsibilities as registered agent for said corporation.


IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida on this 12th day of APRIL, 1999.

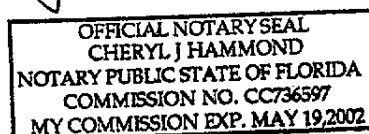

THOMAS D. CARROLL
President/Director
Registered Agent

STATE OF FLORIDA
COUNTY OF HOLMES

Before me, personally appeared, THOMAS D. CARROLL, to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS whereof I have hereunto set my hand and seal in the County and State named above on this 12TH day of APRIL, 1999.


NOTARY PUBLIC



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99 APR 14 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA