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April 9, 1999

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*****78.75 *****78.75

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

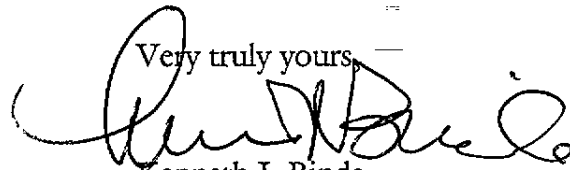
RE: WILLIAMS- NUNGESSER-DROPESKI INSURANCE CONSULTANTS, INC.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation with reference to the above matter. Please file said documents returning a certified copy to our office in the envelope provided for your convenience. In addition, our firm's check number 1329, in the amount of \$78.75 is enclosed representing the necessary fees in this matter.

Should you have any questions, please do not hesitate to contact my office.

Very truly yours,


Kenneth J. Binda

KJB: kjb
Enclosure

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99 APR 14 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 15 1999

ARTICLES OF INCORPORATION
OF
WILLIAMS-NUNGESSER-DROPSKI INSURANCE CONSULTANTS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation in accordance with the laws of the State of Florida.

ARTICLE I. - NAME

The name of this corporation is Williams-Nungesser-Dropeski Insurance Consultants, Inc.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be rendered by this corporation is any lawful purpose permitted by the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV. - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Two Hundred (\$200.00) Dollars.

ARTICLE V. - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI. - ADDRESS

The initial address of the principal office of this corporation is: 680 Eau Gallie Blvd., Melbourne, Florida 32935.

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TALLAHASSEE, FLORIDA

ARTICLE VII. - REGISTERED AGENT

The initial registered agent of this corporation is Cynthia R. Dropeski, and the initial registered office is: 680 Eau Gallie Blvd., Palm Bay, Florida 32935.

ARTICLE VIII. - DIRECTORS

This corporation shall have three (3) directors initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by Shareholders and shall never be less than one (1).

ARTICLE IX. - INITIAL DIRECTOR

The name and address of the members of the first Board of Directors is:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Cynthia R. Dropeski	President/Treasurer	1609 P.G.A Blvd. Melbourne, FL 32935
Gary T. Nungesser	Vice President	1036 Sandy Lane, N.E. Palm Bay, FL 32905
Rene C. Nungesser	Secretary	1036 Sandy Lane, N.E. Palm Bay, FL 32905

ARTICLE X. - SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation and the number of shares he or she agrees to subscribe is:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Cynthia R. Dropeski	1609 P.G.A. Blvd. Melbourne, FL 32935	100
Gary T. Nungesser	1036 Sandy Lane, N.E. Palm Bay, FL 32905	100

Said subscribers allege and certify that the total value of said stock subscription will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV thereof.

ARTICLE XI. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by at least a Fifty-One (51%) Percent vote of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to reservation.

ARTICLE XII - LIMITATIONS ON CORPORATE STOCK

The Shareholders of this corporation shall have the power to include in the By-Laws adopted by Fifty-One (51%) Percent of the Shareholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or the operation of this corporation, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice hereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XIII. - VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other

type of agreement vesting in another the authority to exercise the voting power of any or all of his shares.

IN WITNESS WHEREOF, the subscriber hereto has executed these Articles of Incorporation, this 2 day of April, 1999.

Cynthia R. Dropeski
Cynthia R. Dropeski- Incorporator

Acceptance by registered Agent

I hereby am familiar with and accept the duties and responsibilities, as Registered Agent for said corporation.

Cynthia R. Dropeski
Cynthia R. Dropeski- Registered Agent

STATE OF FLORIDA

COUNTY OF BREVARD

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CLERK OF STATE
TALLAHASSEE, FLORIDA

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared to me Cynthia R. Dropeski known to be the person described as the Incorporator and Registered Agent, respectively, in and who executed the foregoing Articles of Incorporation, acknowledged before me that she subscribed to these Articles of Incorporation in her respective capacities.

Rene C. Nungesser
NOTARY PUBLIC

My commission Expires:

