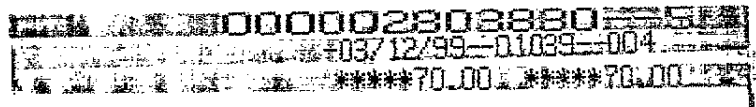


P99000036212
National Insurance Advisors
Insurance Consultants & Intermediaries®

March 5, 1999

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314



Re: Corporate Filing - For Profit Corporation

This confirms my telephone conversation with your Division of Corporations on March 3, 1999. The attached submission contains those documents outlined by your representatives that are required for proper processing. Our intent is to dissolve the current corporation, and apply for a new corporation which will be known by the same name. The shareholders and directors of the two corporations are different.

Under a vote taken on January 15, 1999, the shareholders directed the officers of the company to dissolve National Insurance Advisors, Inc. (Florida Registration Number (P96000070871 - FEI#59-3397123) and execute an Affidavit to immediately release the corporate name for use by the new corporation. Per your instructions, please find:

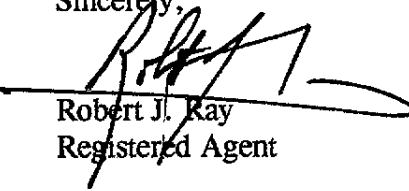
- Executed Affidavit to Release Corporate Name;
- Corporate Check in the amount of \$35 as payment for dissolution and release of corporate name.

National Insurance Advisors, Inc. (a new organization) is applying for acceptance as a Florida corporation. Attached please find:

- ▶ Articles of Incorporation
- ▶ Minutes of First Meeting
- ▶ Certificate of Designation of Place of Business etc.
- ▶ Corporate Check for \$70 (\$35 Filing Fee + \$35 Designation of Registered Agent)

Thank you with your telephone assistance in making this filing. If you have any questions or need additional information, please feel free to call (407) 767-2950.

Sincerely,


Robert J. Ray
Registered Agent

Bob Ray GAVE
AUTHORIZATION BY PHONE TO
CORRECT art XI
DATE 4-21-99
DOC. EXAM BR

4-20
1:42 PM

1533 North Ridge Lake Circle • Longwood, Florida 32750-4554
Telephone (407) 767-2950 • Facsimile (407) 767-9117

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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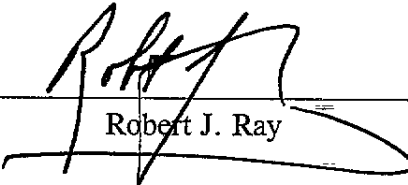
FILED

REGISTER APR 21 1999

**AFFIDAVIT
RELEASE CORPORATE NAME**

By authorization of the Board of Directors of National Insurance Advisors, Inc., Florida Registration #P96000070871, I hereby authorize the immediate release of our corporate name and reassignment to the new corporate entity to which this affidavit is attached.

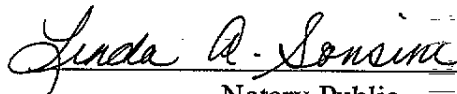
IN WITNESS WHEREOF, the undersigned subscriber has executed these Affidavit on this 5th day of March, 1999.


Robert J. Ray

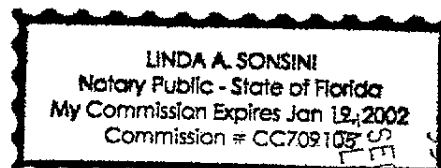
STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT J. RAY known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of March, 1999.


Notary Public

My commission expires:



FILED
APR 20 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NATIONAL INSURANCE ADVISORS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW TO ALL MEN BY THESE PRESENTS: That the undersigned incorporator hereby certifies that he has formed a body corporate under and by virtue of the laws of the state of Florida for the transaction of business with and under the following charter:

Article I: Name -- The name of the corporation shall be NATIONAL INSURANCE ADVISORS, INC. with its principal office located at 1533 North Ridge Lake Circle, Longwood, Florida 32750-4554.

Article II: Duration -- The corporation shall have perpetual existence, unless terminated in the manner prescribed by the laws of the State of Florida.

Article III: Purpose -- The purpose for which the corporation is formed is to engage in any lawful activity or business.

Article IV: Capital Stock -- This corporation is authorized to issue 1000 shares of one dollar (\$1.00) par value voting common stock. Said stock shall be issued only as and when and for such consideration as determined by the incorporator or stockholders.

Article V: Initial Registered Office and Agent -- The street address of the initial registered office of the corporation is 1533 North Ridge Lake Circle, Longwood, Florida 32750-4554, and the name of the initial registered agent of this corporation at that address is ROBERT J. RAY.

Article VI: Incorporator -- The name and address of the person signing these articles is:

Robert J. Ray
1533 North Ridge Lake Circle
Longwood, Florida 32750-4554

Article VII: Management by Stockholders -- The business of the corporation shall be managed, controlled and conducted by the Stockholders of the corporation, as shall be provided for in the by-laws from time to time, and such other officers, if any, as shall be provided for in the by-laws from time to time; provided, however, that as long as the business of the corporation is managed, controlled and conducted by the Stockholders of the corporation, then:

- A. Wherever the context requires, the Stockholders of the Corporation shall be deemed directors of the corporation for purposes of applying the provisions of Florida Statutes;
- B. The Stockholders of the Corporation shall be subject to the liabilities imposed by Florida Statutes for action taken by Directors;
- C. Any action required or permitted by the Florida Statutes to be taken by the directors of the Corporation may be taken by action of the Stockholders of the Corporation at a meeting of the Stockholders or as hereinafter provided.

The Stockholders shall have the power to fix the amount of all salaries and other compensation paid by the Corporation, including their own salaries as directors, officers or otherwise.

The Stockholders shall have the power to adopt, amend and repeal by-laws not consistent with law or Articles of Incorporation of the company; provided, however, that the Stockholders shall be subject to the power of the holders of the outstanding stock of the company to change or repeal such by-laws or any of them.

The first annual meeting of the Stockholders shall be held at such time and place as may be designated in the by-laws of the Corporation.

If the business of the corporation is managed, controlled and conducted by the Stockholders, then any action of the Stockholders of the corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by a majority of the persons who will be entitled to vote upon such action at a meeting and filed as a part of the corporate records. Such consent shall have the same force and effect as a vote of the Stockholders.

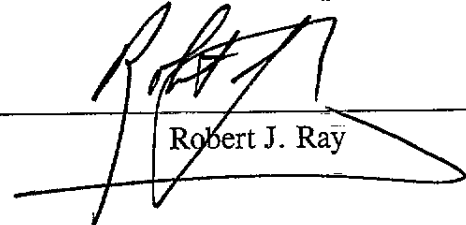
Article VIII: Corporate Powers -- This corporation shall have all powers granted to corporations by Florida Statutes unless otherwise provided by-laws of the corporation.

Article IX: Stockholders Not Personally Liable for Corporate Debts -- The private property of the Stockholders should not be liable for the payment of debts of the corporation to any extent whatsoever except for the balance unpaid on any of their stock subscriptions.

Article X: Amendment -- This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

Article XI: Commencement of the Corporate Existence -- In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence upon filing with the Secretary of State.

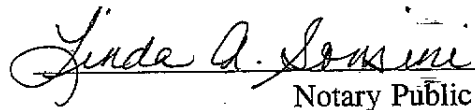
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 15th day of January, 1999.


Robert J. Ray

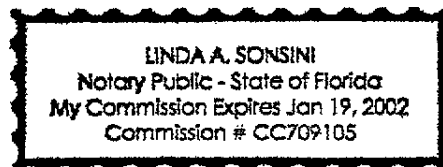
STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT J. RAY known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th day of January, 1999.


Notary Public

My commission expires:



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

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

That NATIONAL INSURANCE ADVISORS, INC. State of Florida, with its principle office as indicated in the Articles of Incorporation at the City of Longwood, County of Seminole, and the State of Florida, has named ROBERT J. RAY located at 1533 North Ridge Lake Circle, Longwood, Florida 32750-4554 as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and further state that I am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes, and agree to comply with the provision of said Act relative to keeping open said office.



Registered Agent

FILED
99 APR 20 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA