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April 28, 1999

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **Articles of Incorporation** for the following entity:

PARAGON UNDERWRITERS, INC.

Please call Ann Cotroneo at 222-7717, when the document is ready.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

KBP/amc
Enclosures
GHRCORP/GHR.85
Stiglitz/60249-14

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

FILED
99 APR 28 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 APR 28 AM 11:15
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ajc
4/28

**ARTICLES OF INCORPORATION
OF
PARAGON UNDERWRITERS, INC.**

FILED
99 APR 28 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of Paragon Underwriters, Inc., a Florida corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation:

ARTICLE I - NAME

The name of this Corporation is Paragon Underwriters, Inc. The mailing address of the Corporation shall be 1901 Lee Road, Winter Park, FL 32789.

ARTICLE II - CORPORATE EXISTENCE

The Corporation will exist commencing on the date of filing these Articles of Incorporation with the Florida Department of State.

ARTICLE III - DURATION

This Corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is Twelve Thousand (12,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 E. Pine Street, Suite 1200
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

Michael E. Neukamm

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

B. The names and addresses of the initial directors of this corporation are as follows:

<u>Name</u>	<u>Street Address</u>
James Breen	465 Chickee Court Lake Mary, FL 32746
Terry James	1831 S. Summerlin Avenue Orlando, FL 32806
B. Craig Sibley	2521 Deloraine Trail Maitland, FL 32751

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

Michael E. Neukamm

201 East Pine Street, Suite 1200
Orlando, Florida 32801

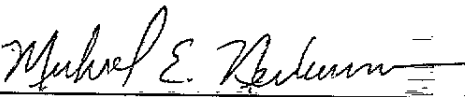
ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

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

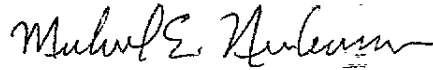
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of April, 1999.



Michael E. Neukamm
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.



Michael E. Neukamm

FILED

99 APR 28 PM 12:07

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**