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LAW OFFICES OF
J. GARY SHIRK, P.A.
2272 Airport Road South, Suite 101
Naples, Florida 34112
Tel. (941) 417-9900 Fax (941) 417-9894

May 26, 1999

FLORIDA DEPARTMENT OF STATE
409 EAST GAINES STREET
TALLAHASSEE, FLORIDA 32399

OVERNIGHT MAILED

FILED
99 MAY 27 AM 7:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

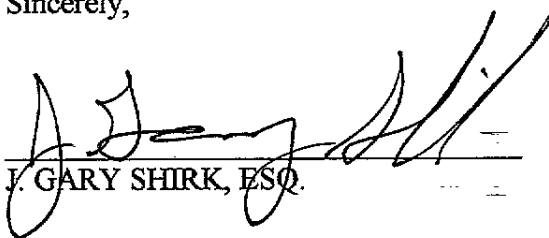
RE: ARTICLES OF INCORPORATION.

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

Dear New Filing Department:

Enclosed please find the original Articles of Incorporation and Certificate of Designation of Registered Agent for the newly formed corporation of Sabrina C. Dulaney Insurance Agency, Inc., as well as a check for \$78.75 for filing and certified copy fees. Please send the certified copy to me at 2272 Airport Road South, Suite 101, our phone No. is (941) 417-9900.

Sincerely,


J. GARY SHIRK, ESQ.

Enclosures: As indicated.
JGS/emg

F. CHESSEB JUN 3 1999

**ARTICLES OF INCORPORATION
OF
SABRINA C. DULANEY INSURANCE AGENCY, INC.**

In compliance with the requirements of Chapters 607, Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a Florida professional association (hereinafter the Corporation").

ARTICLE I - Name

The name of the Corporation shall be SABRINA C. DULANEY INSURANCE AGENCY, INC.

ARTICLE II - Purpose

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under Chapter 607, Florida Statutes. The corporation's main business will be that of an insurance agency.

ARTICLE III - Shares

The maximum aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares of Common Stock, par value \$0.01 per share.

ARTICLE IV - Preemptive Rights

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE V- Indemnification

The Corporation shall indemnify, to the fullest extent permitted by law, any shareholder, officer, director or employee of the Corporation, who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation). In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the fullest extent permitted by law.

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ARTICLE VI - Control Share Act

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§607.0901 through 607.0903) shall not be applicable to this Corporation.

ARTICLE VII - Amendment of Bylaws

The bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII - Registered Agent

The registered agent of the Corporation is Sabrina C. Dulaney. The street address of the Corporation's registered office is 2148 North Tamiami Trail, Naples, Florida 34102.

ARTICLE IX - Principal Office

The principal place of business and mailing address of this Corporation shall be 2148 North Tamiami Trail, Naples, Florida 34102.

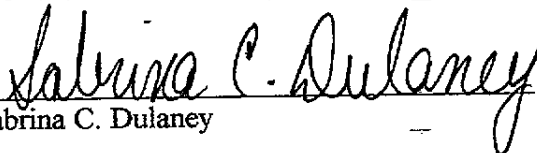
ARTICLE X - Incorporator

The name and address of the incorporator to these Articles of Incorporation is Sabrina C. Dulaney, 2148 North Tamiami Trail, Naples, Florida 34102.

ARTICLE XI - Amendment

The 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 has executed these Articles of Incorporation this 26 day of May, 1999.


Sabrina C. Dulaney

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501 of the 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.

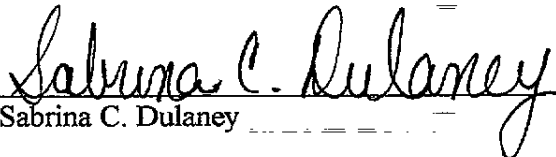
1. The name of the corporation is SABRINA C. DULANEY INSURANCE AGENCY, INC.

2. The name and address of the registered agent and office are:

Sabrina C. Dulaney
2148 North Tamiami Trail
Naples, Florida 34102

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: May 25, 1999.


Sabrina C. Dulaney

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