

P99000054698



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 276006 4728359

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

99 JUN 16 PM 12:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 16, 1999

ORDER TIME : 9:43 AM

ORDER NO. : 276006-005

CUSTOMER NO: 4728359

CUSTOMER: Marian Sbar, Esq  
BUSH ROSS GARDNER WARREN &  
BUSH ROSS GARDNER WARREN &  
220 South Franklin Street

Tampa, FL 33602

EFFECTIVE DATE

7-1-99

200002906252--6

DOMESTIC FILING

NAME: IFP NORTH AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

PH 6/16/99 ✓

RECEIVED  
99 JUN 16 AM 10:39  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
IFP NORTH AMERICA, INC.

FILED  
99 JUN 16 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

EFFECTIVE DATE

7-1-99

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is IFP NORTH AMERICA, INC. and its principal office and mailing address is 6906 18<sup>th</sup> Avenue West, Bradenton, Florida 34209.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on July 1, 1999.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

#### ARTICLE IV

##### Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 50,000,000 shares of common stock, each with a par value of \$.001 and 5,000,000 shares of preferred stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

#### ARTICLE V

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is John N. Giordano.

#### ARTICLE VI

##### Incorporator

The name and address of the corporation's incorporator is:

Name

Address

Marian Sbar

220 South Franklin Street  
Tampa, Florida 33602

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 15th day of July 1999.

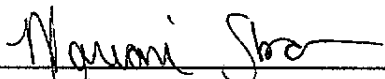
  
Marian Sbar

179032.1

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, IFP NORTH AMERICA, INC., desiring to organize under the laws of the State of Florida, hereby designates John N. Giordano, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

IFP NORTH AMERICA, INC.

By   
Marian Sbar, Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

  
John N. Giordano

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