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12/28/98

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

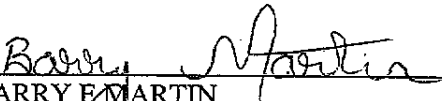
Re: MARIANNA INSURANCE & ASSOCIATES, INC.

Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above-named corporation.

Very truly yours,


BARRY E. MARTIN

300002923863--8
-07/06/99-01114--020
****122.50 *****78.75

Mailing address of corporation:

321 DATURA STREET
WEST PALM BEACH, Florida 33401
Phone: (561) 432-0423

FILED
99 JUL -6 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN JUL 14 1999

ARTICLES OF INCORPORATION

of

MARIANNA INSURANCE & ASSOCIATES, INC.

FILED
99 JUL -6 PM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber(s) to these **Articles of Incorporation**, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: **MARIANNA INSURANCE & ASSOCIATES, INC.**

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Seventy Five Hundred shares (7500) of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

Name: BARRY E MARTIN
Address: 321 DATURA STREET
City: WEST PALM BEACH Florida, 33401

The principal office, if known, or the mailing address of the corporation is:

Name: MARIANNA INSURANCE & ASSOCIATES, INC.
Address: 321 DATURA STREET
City: WEST PALM BEACH Florida, 33401

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial director(s) of the corporation are as follows:

Name: BARRY E MARTIN
Address: 321 DATURA STREET
City: WEST PALM BEACH, FL 33401
Name:
Address:
City:
Name:
Address:
City:

The names and addresses of the Incorporators signing these Articles of Incorporation are as follows:

Name: BARRY E MARTIN
Address: 321 DATURA STREET
City: WEST PALM BEACH, Florida, 33401
Name:
Address:
City:
Name:
Address:
City:

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this
30TH day of JUNE, 19 99.


BARRY E MARTIN

**CERTIFICATE OF ACKNOWLEDGMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

of


MARIANNA INSURANCE & ASSOCIATES, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 321 DATURA STREET, WEST PALM BEACH, FLORIDA, 33401 has named BARRY E MARTIN located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Have been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.



BARRY E MARTIN

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99 JUL -6 PM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA