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TRANSMITTAL LETTER

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

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-07/13/99-01074-004
*****70.00 *****70.00

SUBJECT:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$70.00.

FROM:
James Di Christofaro
725 Herlong Court
Brandon, Florida 33511-7920
813-651-1361

FILED
99 JUL 13 PM 4: 07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLES OF INCORPORATION

99 JUL 13 PM 4: 07

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PREMIER INSURANCE & FINANCIAL SERVICES, INC.

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation in accordance with the provisions of Chapter 607, Florida Statutes, as amended from time to time by the Legislature of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be, Florida Premier Insurance & Financial Services, Inc.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The general nature of business, objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could, viz: Insurance sales and services including all related products and services.

ARTICLE IV - CORPORATE STOCK

The aggregate number or shares which this corporation is authorized to have outstanding at any time is 1,000 shares, which shall all be common stock and shall have a par value of -0- per

share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT: PRINCIPAL OFFICE

The initial registered office of this corporation shall be 607 W. Robertson Street, Brandon, Florida 33511, and the name of its initial registered agent at such address is Joseph John Vaccaro, who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The principal office and registered office of the corporation are the same.

ARTICLE VI - POWERS AND AUTHORITY OF DIRECTORS

The Directors shall have the power to hold their meetings and to have one or more offices and keep the books of the corporation, except the original or duplicate stock ledger, outside the State of Florida, at such place or places as from time to time may be designated by the by-laws or resolutions of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone calls as provided by law.

No contract or transaction between the corporations and one or more of its Directors or Officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers, have a financial interest, shall be void or voidable for this reason or solely because the Director or Officer is present at or participates in the meeting of the board or committees thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors of the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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.

ARTICLE XI - OFFICERS AS DIRECTORS

All Officers of this corporation may be Directors.

ARTICLE XII - OFFICERS

The following named persons shall act as Officers of this corporation, until their successors have been chosen and duly qualified.

Joseph John Vaccaro - President

Oliver Nicholas Thomas - Vice President

Nathan J. Vaccaro, Jr. - Secretary

Nathan J. Vaccaro, Jr. - Treasurer

ARTICLE XIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Joseph John Vaccaro, 910 Centerbrook Dr., Brandon, Florida 33511

counting the vote of the interested Director or Directors; or

(b) The material facts as to his interest and to the contract or transaction are disclosed or are known to the Stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by a vote of the stockholders; or

(c) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the Stockholders.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE VII - PREEMPTIVE RIGHTS GRANTED

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of this corporation which may be issued from time to time for money, property, or past services in addition to that stock authorized and issued by the corporation.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

Florida Premier Insurance & Financial Services, Inc., shall be managed by a Board of Directors. This corporation shall be managed by a Board of ³~~two~~ Directors initially. The number of directors may be either increased or decreased or diminished from time to time by the By-Laws but shall never be less than one and the name and address of each Director is:

Joseph John Vaccaro, 910 Centerbrook Dr., Brandon, Florida 33511

Oliver Nicholas Thomas, 5717 Bratton Dr., Tampa, Florida 33617

Nathan J. Vaccaro, Jr., 7414 Alafia Dr., Riverview, Florida 33569

ARTICLE XIV - ACTION WITHOUT MEETING

Any action by the Board of Directors of this Corporation without a meeting shall nevertheless be Board action if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

ARTICLE XV - RIGHTS OF SHARES OF STOCK

The preferences, limitations, and relative rights of the shares of stock shall be as follows:

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, common stock shall have a right to a share of the assets available to the common stockholders. This is subject to any obligation to any senior security or debt holder. A consolidation or merger of the corporation, a sale or transfer of all or substantially all of its assets or any purchase or redemption of shares of the corporation shall not be regarded as a "liquidation, dissolution or winding up" within the meaning of this paragraph.

(b) The Board of Directors shall determine the amount of earnings and profits which is to be quarterly/annually distributed at their discretion in the form of dividends to the Shareholders.

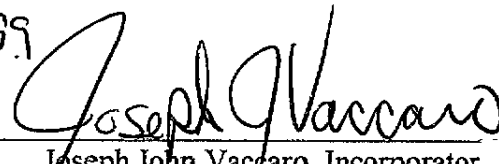
(c) Any corporate action upon which a vote of Stockholders is required or permitted may be taken without a meeting or vote of the Stockholders within the written consent of Stockholders.

ARTICLE XVI - ASSIGNMENT OF STOCK

The original incorporators of this corporation shall have the right, after the organization of same, to assign to a person who may hereafter become a subscriber to the capital stock of this

corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporator and assume and carry out all of the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of July, 1999

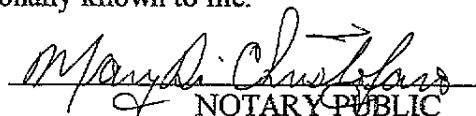

Joseph John Vaccaro, Incorporator

STATE OF FLORIDA

COUNTY OF Hillsborough

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Joseph J. Vaccaro known to me to be the person who executed the foregoing and he/she has acknowledged to me that he/she executed these Articles of Incorporation for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and seal in the State and county aforesaid on this day of 2nd July, 1999 is personally known to me.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

Commission Number:



ACCEPTANCE BY REGISTERED AGENT

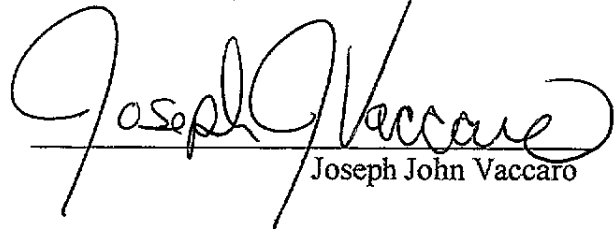
Pursuant to Chapter 48.091, Florida Statutes, as from time to time amended, the following is submitted, in compliance with said Act:

That Florida Premier Insurance & Financial Services, Inc., desiring to organize under the

laws of the State of Florida with its principal office, as indicated in the foregoing Certificate of Incorporation, at the City of Brandon, County of Hillsborough, State of Florida, has named Joseph John Vaccaro, its Registered Agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in the foregoing Articles of Incorporation, I do hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Joseph John Vaccaro

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