

P99000067140
The Law Offices of

BROWN & BROWN, *A Partnership Including Professional Associations*

2700 West Atlantic Boulevard Suite 100A • Pompano Beach, Florida 33069 • Telephone (954) 978-7995 • Facsimile (954) 975-6167

DEBORAH A. BROWN, P.A.*
JAMES EDWARD BROWN, JR., P.A.*

*Member Florida and Federal Bar

July 19, 1999

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

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-07/21/99--01028--020
*****78.75 *****78.75

RE: ARTICLES OF INCORPORATION OF
BROWN & BROWN
COUNSELLORS AT LAW
A PROFESSIONAL ASSOCIATION

To Whom It May Concern:

Enclosed for filing please find the Articles of Incorporation for the above captioned Professional Association. A check in the amount of \$78.75 is included for the filing fees as well as for the receipt of a certified copy. Also, a return envelope is provided for your convenience.

Sincerely yours,

James E. Brown, Jr.
James E. Brown, Jr.

JEB/pb

encl.

FILED
99 JUL 21 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

James E. Brown, Jr. GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Art. VIII*
DATE *7/28/99*
DOC. EXAM _____

ARTICLES OF INCORPORATION
OF

BROWN & BROWN
COUNSELLORS AT LAW
A PROFESSIONAL ASSOCIATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, acting as incorporator of a Professional Corporation under the Professional Service Corporation Act, adopts the following Articles of Incorporation for such Professional Corporation:

ARTICLE I:
Name

The name of the Professional Corporation is:

BROWN & BROWN
COUNSELLORS AT LAW
A PROFESSIONAL ASSOCIATION

ARTICLE II:
Principal Office

The principal place of business and the principal office of the Professional Corporation is:

Palm Aire Plaza Suite 100A
2700 West Atlantic Boulevard
Pompano Beach, FL 33069

The Professional Corporation may, from time to time, move the principal office to any other address, and shall have the right and power to transact business and establish offices within and without the State of Florida as may be necessary and convenient.

ARTICLE III:
Duration

The duration of the Professional Corporation shall be perpetual.

ARTICLE IV:
Purpose

The purpose or purposes for which the Professional Corporation is organized is to engage in the rendering of personal services by attorney at law as provided for under the Professional Service Corporation Act.

ARTICLE V:
Capital Stock

The aggregate number of shares which the Professional Corporation shall be authorized to issue is 10,000 consisting of one class only, designated as "Common Stock," with a par value of \$.01 per share. These shares shall be issued in accordance to Section 621.09 of the Professional Service Corporation Act.

ARTICLE VI:
Stock Transfer Restrictions

Such restrictions upon the transfer of shares of Common Stock as may be from time to time desired may be provided for in the By-Laws of the Professional Corporation or by agreement among or between shareholders as provided for by Section 621.09 of the Professional Service Corporation Act.

ARTICLE VII:
Registered Agent and Office

The address of the initial registered office of the Professional Corporation is:

Palm Aire Plaza Suite 100A
2700 West Atlantic Boulevard
Pompano Beach, FL 33069

The name of its initial registered agent at such address is:

James E. Brown, Jr.

ARTICLE VIII:
Board of Directors

The number of directors constituting the initial Board of Directors of the Professional Corporation is two (2). The names of the directors are: James E. Brown, Jr. & Deborah A. Brown whose address is the same as the principal address.

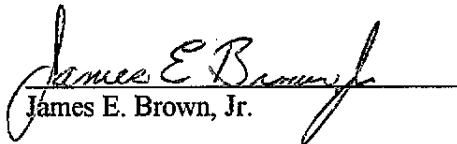
ARTICLE IX:
Incorporator

The name and address of the incorporator is

James E. Brown, Jr.
Palm Aire Plaza Suite 100A
2700 West Atlantic Boulevard
Pompano Beach, FL 33069
Florida Bar No.: 938750

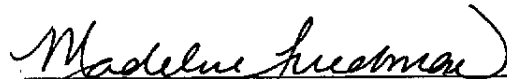
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of July, 1999.

INCORPORATOR;


James E. Brown, Jr.

State of Florida)
 : ss
County of Broward)

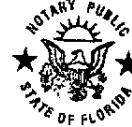
This instrument was acknowledged before me on July 19, 1999 by James E. Brown, Jr.
who is personally known to me.



Notary Public, State of Florida

My commission expires _____

This instrument was drafted by James E. Brown, Jr.



Madeleine Friedman
My Commission CC581733
Expires Sep. 02, 2000

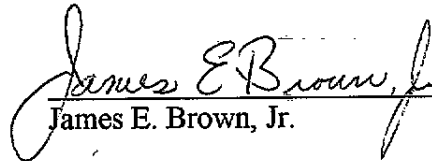
Please return this document to:

James E. Brown Jr.
Palm Aire Plaza Suite 100A
2700 West Atlantic Boulevard
Pompano Beach, FL 33069

ACCEPTANCE OF REGISTERED AGENT DESIGNATION
IN ARTICLES OF INCORPORATION

Having been designated as the Registered Agent in the foregoing Articles of Incorporation of Brown & Brown, Counsellors at Law A Professional Association, a Professional Corporation under the Professional Service Corporation Act, and to accept service of process for the Professional Corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent of Brown & Brown, Counsellors at Law A Professional Association.

Dated this 19th day of July, 1999.


James E. Brown, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA