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FILED
99 SEP 21 PM 2:25
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 20, 1999

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

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-09/21/99-01022-004
*****78.75 *****78.75

RE: HEATH BROOK INSURANCE, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation regarding the above corporation together with a check in the amount of \$78.75. Please file and return a certified copy to the undersigned.

Thank you for your assistance and cooperation in this matter.

Yours very truly,

BOND, ARNETT & PHELAN, P.A.

John W. Arnett
John W. Arnett

JWA:dn
Encls. As stated above

F. CHESBROUGH SEP 23 1999

ARTICLES OF INCORPORATION
OF
HEATH BROOK INSURANCE, INC.

ARTICLE I - Name

The name of this corporation is **HEATH BROOK INSURANCE, INC.**

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - Initial Street Address

The street address of the initial principal office of this corporation is 101 SW 3rd Street, Ocala, Florida 34474, and the name of the initial registered agent of this corporation is John W. Arnett.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

John W. Arnett

101 SW 3rd Street
Ocala, Florida 34474

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TALLAHASSEE, FLORIDA

The person named as initial director shall hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VII - Incorporator

The name and address of the person signing these articles is: John W. Arnett, 101 SW 3rd Street, Ocala, Florida 34474.

ARTICLE VIII - By-laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

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 - Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him or her to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - Registered Agent

In accordance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That HEATH BROOK INSURANCE, INC., desiring to organize under the laws of the State of Florida, with its principal office at the City of Ocala, County of Marion, and State of Florida, has named John W. Arnett, 101 SW 3rd Street, Ocala, Florida 34474, as its agent to accept service of process within this State.

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


JOHN W. ARNETT,
Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of September, 1999.

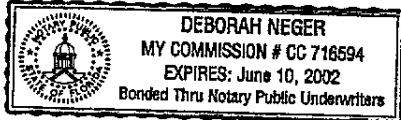

JOHN W. ARNETT,
Subscriber

STATE OF FLORIDA
COUNTY OF MARION

The foregoing Articles of Incorporation were acknowledged before me this 20th day of September, 1999 by JOHN W. ARNETT, who is personally known to me or produced the identification described below.

(SEAL)

My Commission Expires:



Deborah Neger
Print: DEBORAH NEGER
Notary Public, State of Florida
at Large

NA
IDENTIFICATION

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TALLAHASSEE, FLORIDA