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October 7, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
10/05/99

Re: Protocol Insurance Agency, Inc.

900003009979--1
-10/08/99-01068--009
*****78.75 *****78.75

Ladies and Gentlemen:

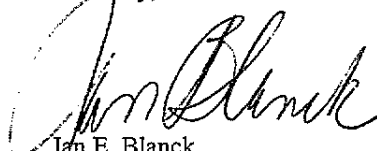
Enclosed are duplicate copies of Articles of Incorporation prepared to effect the formation of the above-referenced proposed Florida corporation. Also enclosed is our check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>8.75</u>

Total	\$ 78.75
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Please note that the corporate commencement date is specified as October 5, 1999. A return Federal Express envelope is enclosed for your convenience in responding. Thank you very much for your cooperation with this matter.

Sincerely,


Jan E. Blanck,
Lawyer's Assistant to Robert C. White, Jr.

cc: Robert C. White, Jr., Esq.

MI-88017.01

10/13/99 T.B.

EFFECTIVE DATE

10/05/99

FILED

99 OCT -8 AM 9:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PROTOCOL INSURANCE AGENCY, INC.

The undersigned, acting as incorporator of Protocol Insurance Agency, Inc., under the Florida Business Corporation Act (the "FBCA"), adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is Protocol Insurance Agency, Inc.

ARTICLE II

ADDRESS

The street address of this Corporation shall be 2197 Ringling Blvd., Sarasota, Florida 34237.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual commencing on October 5, 1999.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida, including, but not limited to the sale of insurance.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 100 shares of common stock having a par value of \$.001 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be c/o Kirkpatrick & Lockhart LLP, 20th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131, and the registered agent for the Corporation at that address shall be Robert C. White, Jr.

ARTICLE VII

INDEMNIFICATION

(1) To the fullest extent permitted by the FBCA, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (a) is or was a director of the Corporation (b) is or was serving at the request of the Corporation as a director of another corporation, partnership, joint venture, trust or other enterprise (collectively, a "Business Entity"); (c) is or was an officer of the Corporation provided that such person is or was at the time a director of the Corporation; or (d) is or was serving at the request of the Corporation as an officer of another Business Entity, provided that such person is or was at the time a director of the Corporation or a director of such other Business Entity, serving at the request of the Corporation. Unless otherwise expressly prohibited by the FBCA, and except as otherwise provided in the previous sentence, the Board of Directors shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another Business Entity.

(2) No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director except as provided by Section 607.0831 of the FBCA. If the FBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as then amended. If any of the provisions of this Article VII (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law. No amendment to or repeal of this Article VII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Robert C. White, Jr.	c/o Kirkpatrick & Lockhart LLP 201 South Biscayne Boulevard Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of October, 1999.


Robert C. White, Jr.,
Incorporator

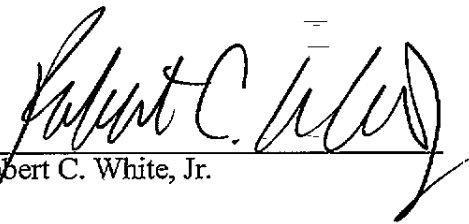
CERTIFICATE OF REGISTERED AGENT

OF

PROTOCOL INSURANCE AGENCY, INC.

Having been named to accept service of process for Protocol Insurance Agency, Inc., at the place designated in the foregoing Articles of Incorporation, Robert C. White, Jr. agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: October 5, 1999


Robert C. White, Jr.