

LAW OFFICE OF
LARRY D. PARKS, ESQUIRE
7460 S.W. 130TH STREET
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LARRY D. PARKS
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NOVEMBER 2, 1999

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

100003035111--7
-11/04/99-01061-013
*****78.75 *****78.75

Re: **Citizens Insurance Group, Inc.**

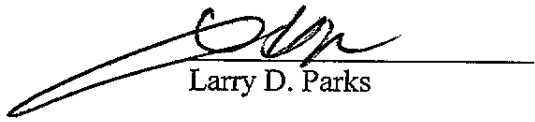
Dear Sir or Madame;

Attached you will find one original set of Articles of Incorporation, along with our check in the amount of \$78.75 to cover the following disbursements:

\$ 35.00	Filing Articles of Incorporation
8.75	Certified copy of Articles of Incorporation
<u>35.00</u>	Registered Agent Filing Fee
\$78.75	Total

Thank you for your cooperation in this regard.

Sincerely,


Larry D. Parks

FILED
99 NOV -4 AM 8:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Thompson NOV 0 8 1999

**ARTICLES OF INCORPORATION
OF
Citizens Insurance Group, INC.**

99 NOV -4 AM 8:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is **Citizens Insurance Group, Inc.**

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

The purpose of this corporation is to engage in the insurance industry and/or any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK

The corporation shall have authority to issue one class of stock designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock at \$1.00 par value.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

Adela Z. Marcote

6854 NW 77th Court
Miami, Florida 33166

ARTICLE VI
INITIAL PRINCIPAL OFFICE, REGISTERED AGENT AND OFFICE

The address of this corporation's initial principal office mailing address and registered office is:

7460 SW 130th Street
Pinecrest, Florida 33156

and the name of this corporation's initial registered agent at said address is Larry D. Parks, Esq..

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Larry D. Parks, Esq.	7460 SW 130th Street
	Pinecrest, Florida 33156

ARTICLE VIII

BY-LAWS

The power to adopt, alter, appeal, and repeal By-Laws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

INDEMNIFICATION

This corporation shall indemnify to the full extent permitted by law any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the corporation. Said indemnification shall include, but not be limited to the expenses, including the costs of any judgments, fines, settlements, and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceedings and any appeals therefrom to which any such person or his representative may be made a party, or may be threatened to be made a party, by reason of being or having been an officer, director, employee, or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or appeal provisions contained in these Articles of Incorporation or any amendment thereto.

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

Witnesses:

Sherry L. Park

Adam Paul

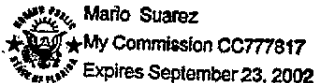
Larry D. Parks, Esq., Incorporator

STATE OF FLORIDA :

COUNTY OF MIAMI-DADE :

BEFORE ME, the undersigned authority, personally appeared Larry D. Parks, Esq., [] who is personally known to me [] who produced the following as identification: _____, and who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me that she subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 2 day of November, 1999



Mario Suarez
Notary Public, State of Florida

CERTIFICATE OF REGISTERED AGENT


Pursuant to Chapter 607.325 of the Florida Statutes, the following is submitted, in compliance with said Act:

That **Citizens Insurance Group, Inc.** desiring to incorporate under the laws of the State of Florida has named **Larry D. Parks, Esq.**, with an address of 7460 SW 130th Street, Pinecrest, Florida 33156, as its agent to accept service of process within the 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 said office.

Dated this 2nd day of November, 1999.


Larry D. Parks, Esq.

FILED
99 NOV -4 AM 8:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA