

JOHN D. HATCH, P.C.
A PROFESSIONAL CORPORATION
COUNSELOR AT LAW

840 S.E. 5TH STREET
OCALA, FLORIDA 34471

TELEPHONE: (352) 690-6270
FACSIMILE: (352) 690-6272

D99000105623

December 2, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-12/03/99--01085--003
*****78.75 *****78.75

Re: CORPORATE FILING - CitiFinancial Insurance Agency of Florida, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation for CitiFinancial Insurance Agency of Florida, Inc. Please endorse the Secretary's file mark on each copy, file the original, and return the copy with a Certificate of Status attached.

Enclosed is my check for \$78.75 made payable to the "Florida Department of State" to cover the filing fee. Please return evidence of this filing to my attention at the above address via overnight delivery. I have enclosed a prepaid UPS shipping label for your convenience.

Thanking you for your assistance, I am,

Respectfully,

John D. Hatch
John D. Hatch

FILED
99 DEC -3 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 7 1999

**ARTICLES OF INCORPORATION
OF
CITIFINANCIAL INSURANCE AGENCY OF FLORIDA, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person of the age of 18 years or more and acting as incorporator, does hereby adopt the following Articles of Incorporation for the purpose of organizing a corporation pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE ONE

The name of the corporation is **CitiFinancial Insurance Agency of Florida, Inc.**

ARTICLE TWO

The corporation shall exist perpetually.

ARTICLE THREE

The principal place of business and mailing address of this corporation shall be: 307 West 7th Street, Suite 500, Fort Worth, Texas 76102.

ARTICLE FOUR

The aggregate number of shares of Common Stock which the corporation shall have authority to issue is One Thousand (1,000), all of which shall be of one class and with no par value.

The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of said shares without par value for such consideration as said Board of Directors may deem advisable, and any shares so issued and for which the consideration so fixed has been paid or delivered shall be deemed fully paid stock and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

ARTICLE FIVE

The post office address of the initial registered office of the corporation in the State of Florida is 840 SE 5th Street, Ocala, Florida 34471, and the name of the initial registered agent of the corporation at such address is John D. Hatch.

ARTICLE SIX

The following provisions are inserted herein for the purpose of defining, limiting, and regulating the powers of the corporation, the directors, and the shareholders, provided, however, that said provisions shall not be deemed exclusive of any rights or liabilities otherwise granted or imposed by the laws of the State of Florida:

The liability of the directors of the corporation is eliminated to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time.

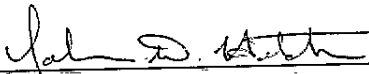
The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act (as the same may be amended and supplemented from time to time) indemnify any and all persons whom it shall have power to indemnify under said Act from and against any and all of the expenses, liabilities, or other matters referred to or covered by said Act.

ARTICLE SEVEN

The name and address of the incorporator is:

John D. Hatch
840 SE 5th Street
Ocala, FL 34471

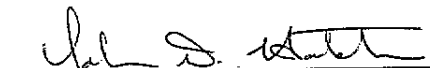
IN WITNESS WHEREOF the incorporator has signed these Articles of Incorporation, this second day of December 1999.



John D. Hatch, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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.



John D. Hatch

December 2, 1999

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TALLAHASSEE, FLORIDA