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FIRST CHOICE INSURANCE GROUP, INC.
12360 66TH STREET NORTH
LARGO, FL 33773
LETTER OF TRANSMITTAL
OCTOBER 5, 1999

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-11/01/99--01132--011
*****122.50 *****78.75


RE: **FIRST CHOICE INSURANCE GROUP,
INC.**

Gentlemen:

Enclosed are the original and one (1) copy of the Articles of Incorporation, together with check amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50).

This represents the costs of Filing Fees, Certified Copy of Articles of Incorporation, and Fee for Registered Agent for the above named corporation.

Respectfully Yours,


MICHAEL ZINREICH, President
12360 66TH STREET NORTH
LARGO, FL 33771

SECRETARY OF STATE
TALLAHASSEE, FL 32314

99 DEC 30 AM 10:49

FILED

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199-253560



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 3, 1999

MICHAEL ZINAICH
FIRST CHOICE INSURANCE GROUP, INC.
12360 66TH STREET NORTH
LARGO, FL 33773

SUBJECT: FIRST CHOICE INSURANCE GROUP, INC.
Ref. Number: W99000025366

We have received your document for FIRST CHOICE INSURANCE GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 399A00053148

**ARTICLES OF INCORPORATION
OF**

FIRST CHOICE INSURANCE GROUP, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

Article I - Name of Corporation

The name of the corporation is :**FIRST CHOICE INSURANCE GROUP, INC.**

Article II - Duration

The corporation shall exist perpetually unless dissolved according to Florida Law.

Article III - Purpose

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States of America and the State of Florida.

Article IV - Capital Stock

The corporation is authorized to issue **TEN Thousand Shares (10,000)** of **Ten Dollar (\$10.00)** par value Common Stock which will be referred to as "Common Shares".

Article V - Initial Registered Office

The principle office, if known, or the mailing address of the corporation
IS: **FIRST CHOICE INSURANCE GROUP, INC.**
12360 66TH STREET NORTH
LARGO, FLORIDA 33773

The name and address of the Initial Registered Agent of this corporation
is:

Robert M. Crawford
7100 Elmington #332
Largo, FL 33771

12360 66th Street N
LARGO, FL 33773

Article VI - Initial Board of Directors

The corporation shall have **One(1)** director(s) initially. Number of directors may be increased or decreased from time to time by the By-Laws of the corporation, but shall never be less than **ONE (1)**. The names and addresses of the initial directors of the corporation are as follows:

MICHAEL ZINAICH, PRESIDENT
11428-2 2ND STREET NORTH
ST PETE, FL 33716


Article VII - Incorporators

The name(s) and address(es) of the incorporator(s) signing these articles of Incorporation is/are as follows:

MICHAEL ZINAICH
11428-2 2ND STREET NORTH
ST PETE, FL 33716

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


IN WITNESS THEREOF. the undersigned subscribers
have executed these Articles of Incorporation on this
28 day of October, 1999.


MICHAEL ZINAICH, PRESIDENT

State of Florida
County of Pinellas

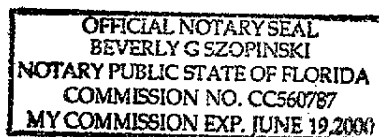
Before me, a Notary Public, authorized to take
acknowledgements in the state and county set
above, personally appeared Michael Zinaich,
to be the
person(s) who executed these articles of incorp-
oration and who acknowledged before me that
he/she/they executed these articles of incorporation.

IN WITNESS WHEREOF, I have hereunto affixed
my hand and seal, in the State and County aforesaid,
THIS 28 DAY of October, 1999.


Notary Public
State of Florida at Large

My commission expires:

(notary seal)



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE & ACKNOWLEDGEMENT OF
REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

FIRST CHOICE INSURANCE GROUP, INC.

Pursuant to Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the state of Florida, with its registered office, as indicated in the Articles of Incorporation, 12360 66TH ST N, LARGO, FL 33773.. Located at aforesaid address, as its registered agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(Signature of Registered Agent)

Robert M. Crawford
7100 Elmerton #332
Largo, FL 33771

pm
12360 66th Street N
LARGO, FL 33773