

P96000042425

TRANSMITTAL LETTER RECEIVED
96 MAY 17 PM 2:28
DIVISION OF CORPORATIONS

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

700001827697
-05/17/96--01069--002
*****78.75 *****78.75

SUBJECT: R&T INSURANCE SERVICES, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
Additional Copy Required			

FROM: Elizabeth A. Taylor
Name (printed or typed)

2134 Grove Pl
Address

Clearwater, FL 34624
City, State & Zip

(813) 530-0565
Daytime Telephone number

FILED
96 MAY 17 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Will wait

NOTE: Please provide the original and one copy of the articles.

P96000042425
5-17-96

FILED

96 MAY 17 PM 2:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned Incorporators, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be: R & T Insurance Services, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2134 Grove Place
Clearwater, FL 34624

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Elizabeth A. Taylor
2134 Grove Place
Clearwater, FL 34624

ARTICLE V
INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Elizabeth A. Taylor
2134 Grove Place
Clearwater, FL 34624

Janis L. Russell
4073 Wellington Parkway
Palm Harbor, FL 34685

The undersigned incorporators have executed these Articles of Incorporation this 10th day of May, 1996.



Signature



Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

96 MAY 17 PM 2: 36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **R & T Insurance Services, Inc.**
2. The name and address of the registered agent and office is:

**Elizabeth A. Taylor
2134 Grove Place
Clearwater, Florida 34624**

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.



Signature



Date

P96000042425

E²Insurance

Employer - Employee Insurance Inc

December 12, 1996

Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

800002044128--5
-01703/97--01034--005
*****87.50 *****87.50

To whom it may concern:

Enclosed are amendments to the articles of incorporation for R & T Insurance Services, Inc. # P96000042425. These amendments include a name change, an address change and the registered agent change. Also enclosed is a Certificate of Designation of Registered agent / Registered Office and an action by incorporator statement. Please file these on our behalf.

A check for \$87.50 is enclosed for the following:

- \$35.00 - Filing fee for articles of amendment
- \$52.50 - Certified copy of amendments
- \$87.50 - Check Total

Thank you for your help and you may forward the return correspondence to:

E²Insurance
Robert Hudson
200 Executive Way
Ponte Vedra Bch, FL 32082
904-273-3199

Sincerely,

Robert Hudson

FILED
97 JAN -2 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 1/10
Amend
& NC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

R & T Insurance Services

(PRESENT NAME)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE # I-NAME-AMENDED - The name of the corporation shall be changed to:
E² Insurance
Employer-Employee Insurance, Inc.

ARTICLE # II-PRINCIPLE OFFICE-AMENDED-The principle place of business and mailing address shall be changed to:
200 Executive Way
Ponte Vedra Beach, FL. 32082

ARTICLE IV-REGISTERED AGENT-AMENDED-The name and address of the registered agent shall be changed to:
Josiane Eubanks
200 Executive Way
Ponte Vedra Beach, FL. 32082

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

ACTION BY INCORPORATOR

The undersigned, **Elizabeth A. Taylor and Janis L. Russell**, being **Incorporators of R & T Insurance Services Inc.** (the "Corporation"), in accordance with governing law, do hereby take the following action:

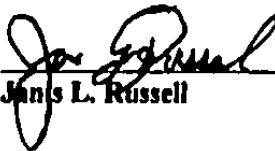
The undersigned hereby elect the following persons to be directors of the corporation, to serve until the first annual meeting of stockholders or until their successors are elected and qualified:

Anthony Guerra.

Josaine S Eubanks

The undersigned hereby waive all right, title and interest in and to any stock or property of the Corporation and any right in the management thereof arising out of or connected with performing duties as incorporator.

Dated: **December 13, 1996**



Janis L. Russell

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: E²Insurance
Employer-Employee Insurance, Inc.
2. The name and address of the registered agent and office is:

Josiane S. Eubanks
200 Executive Way
Ponte Vedra Beach, Florida 32082

Having been named as the 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 obligation of my position as registered agent.


Signature


Date

THIRD: The date of each amendment's adoption: December 16, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 16 day of DECEMBER, 19 96.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Anthony Guerra

Typed or printed name

Officer/Director

Title