

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

Annual Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

Annual Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the Fiscal Year Ended December 31, 1998

or

Transition Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934 (No fee required)

For The Transition Period From _____ To _____.

Commission File Number 0-7201

A. Full Title of the Plan and the Address of the Plan, if Different from that of the Issuer Named Below:

Poe & Brown, Inc.

Employees' Savings Plan And Trust

B. Name of Issuer of the Securities Held Pursuant to the Plan and the Address of its Principal Executive Office:

Brown & Brown, Inc.
220 South Ridgewood Avenue
Daytona Beach, Florida 32115

POE & BROWN, INC. EMPLOYEES' SAVINGS PLAN AND TRUST AGREEMENT

FORM 11-K

REQUIRED INFORMATION

Pursuant to Item 4 of the required information, in lieu of the requirements of Items 1, 2 and 3, the financial statements and schedules prepared in accordance with the financial reporting requirements of ERISA are submitted as follows:

	Page
REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS	1
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS AS OF DECEMBER 31, 1998 AND 1997	2
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS, WITH FUND INFORMATION, FOR THE YEAR ENDED DECEMBER 31, 1998	3
NOTES TO FINANCIAL STATEMENTS	4
SCHEDULE I: SCHEDULE OF ASSETS HELD FOR INVESTMENT AS OF DECEMBER 31, 1998	9
SCHEDULE II: SCHEDULE OF REPORTABLE TRANSACTIONS FOR THE YEAR ENDED DECEMBER 31, 1998	12
SIGNATURE	13

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Trustees of the Poe & Brown, Inc.
Employees' Savings Plan and Trust:

We have audited the accompanying statements of net assets available for benefits of the Poe & Brown, Inc. Employees' Savings Plan and Trust as of December 31, 1998 and 1997, and the related statement of changes in net assets available for benefits for the year ended December 31, 1998. These financial statements and the supplemental schedules referred to below are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements and schedules based upon our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits as of December 31, 1998 and 1997, and the changes in its net assets available for benefits for the year ended December 31, 1998, in conformity with generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment and reportable transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The Fund Information in the statement of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present the changes in net assets available for benefits of each fund. The supplemental schedules and Fund Information have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

/S/ ARTHUR ANDERSEN LLP

Tampa, Florida,
May 10, 1999

POE & BROWN, INC. EMPLOYEES' SAVINGS PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31, 1998 AND 1997

	1998	1997
	<u> </u>	<u> </u>
CASH	\$ 33,066	\$ 6,806
INVESTMENTS (Notes 2 and 3):		
At fair value-		
Money market fund	335,554	-

Bond funds	1,061,041	222,869
Balanced funds	7,427,148	7,211,982
Stock index fund	4,721,443	3,139,724
Equity funds	10,851,893	9,835,213
Special equity fund	5,031,815	4,839,617
International equity fund	907,936	1,067,253
Employer Common Stock	10,712,730	7,217,252
Participant loans	1,698,578	1,455,199
Self-directed investments	368,058	138,891
	<u>43,116,196</u>	<u>35,128,000</u>
At contract value- Stable Five Fund	4,900,519	5,276,753
	<u>48,016,715</u>	<u>40,404,753</u>
Total investments		
EMPLOYER CONTRIBUTIONS RECEIVABLE	893,785	776,298
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$48,943,566</u>	<u>\$41,187,857</u>
	=====	=====

The accompanying notes are an integral part of these statements.

POE & BROWN, INC. EMPLOYEES' SAVINGS PLAN AND TRUST

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS,
WITH FUND INFORMATION,

FOR THE YEAR ENDED DECEMBER 31, 1998

	Money Market Fund	Bond Funds	Balanced Funds	Stock Index Fund	Equity Funds	Special Equity Fund
ADDITIONS:						
Interest and dividends	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Dividends on Employer Common Stock	-	-	-	-	-	-
Net realized and unrealized appreciation in fair value of investments	7,088	22,631	809,775	964,628	1,277,168	85,171
Participant contributions	88,557	152,994	476,292	490,553	1,082,502	670,619
Employer contributions	6,088	41,156	279,591	235,001	451,276	353,579
	<u>101,733</u>	<u>216,781</u>	<u>1,565,658</u>	<u>1,690,182</u>	<u>2,810,946</u>	<u>1,109,369</u>
DEDUCTIONS:						
Benefits paid to participants	80,761	68,859	590,459	196,949	728,625	530,451
Administrative expenses	225	153	2,836	1,511	1,635	602
	<u>80,986</u>	<u>69,012</u>	<u>593,295</u>	<u>198,460</u>	<u>730,260</u>	<u>531,053</u>
NET ASSETS TRANSFERRED BETWEEN INVESTMENT FUNDS	314,807	690,403	(757,197)	89,997	(1,064,006)	(386,118)

NET INCREASE (DECREASE)	335,554	838,172	215,166	1,581,719	1,016,680	192,198
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	-	222,869	7,211,982	3,139,724	9,835,213	4,839,617
NET ASSETS AVAILABLE FOR BENEFITS, end of year	\$335,554	\$1,061,041	\$7,427,148	\$4,721,443	\$10,851,893	\$5,031,815
	=====	=====	=====	=====	=====	=====

[TABLE COLUMNS FOR THE TABLE ABOVE ARE CONTINUED BELOW FOR EDGAR
PURPOSES ONLY -- THESE COLUMNS CONTINUE ACROSS THE PAGE ON HARD COPY]

	Internation- al Equity Fund	Employer Common Stock	Stable Five Fund	Parti- cipant Loans	Self- Directed Investments
ADDITIONS:					
Interest and dividends	\$ -	\$ -	\$ 339,169	\$ 125,301	\$ -
Dividends on Employer Common Stock	-	107,204	-	-	-
Net realized and unrealized appreciation in fair value of investments	88,426	1,095,068	-	-	63,360
Participant contributions	202,982	592,157	318,981	-	-
Employer contributions	80,947	271,290	214,849	-	-
Total additions	372,355	2,065,719	872,999	125,301	63,360
DEDUCTIONS:					
Benefits paid to participants	78,926	366,031	502,023	202,297	-
Administrative expenses	-	289	3,549	-	-
Total deductions	78,926	366,320	505,572	202,297	-
NET ASSETS TRANSFERRED BETWEEN INVESTMENT FUNDS	(452,746)	1,796,079	(743,661)	320,375	165,807
NET INCREASE (DECREASE)	(159,317)	3,495,478	(376,234)	243,379	229,167
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	1,067,253	7,217,252	5,276,753	1,455,199	138,891
NET ASSETS					

AVAILABLE FOR BENEFITS, end of year	\$ 907,936	\$10,712,730	\$4,900,519	\$1,698,578	\$368,058
	=====	=====	=====	=====	=====

[TABLE COLUMNS FOR THE TABLE ABOVE ARE CONDITNUED BELOW FOR EDGAR PURPOSES ONLY -- THESE COLUMNS CONTINUE ACROSS THE PAGE ON HARD COPY]

	Other	Total
ADDITIONS:		
Interest and dividends	-	\$ 464,470
Dividends on Employer Common Stock	-	107,204
Net realized and unrealized appreciation in fair value of investments	-	4,413,315
Participant contributions	-	4,075,637
Employer contributions	117,487	2,051,264
Total additions	<u>117,487</u>	<u>11,111,890</u>
DEDUCTIONS:		
Benefits paid to participants	-	3,345,381
Administrative expenses	-	10,800
Total deductions	<u>-</u>	<u>3,356,181</u>
NET ASSETS TRANSFERRED BETWEEN INVESTMENT FUNDS	26,260	-
NET INCREASE (DECREASE)	<u>143,747</u>	<u>7,755,709</u>
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	783,104	41,187,857
NET ASSETS AVAILABLE FOR BENEFITS, end of year	<u>\$926,851</u> =====	<u>\$48,943,566</u> =====

The accompanying notes are an integral part of this statement.

POE & BROWN, INC. EMPLOYEES' SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1998 AND 1997

1. PLAN DESCRIPTION:

GENERAL

The Poe & Brown, Inc. Employees' Savings Plan and Trust (the Plan), established effective January 1, 1985, and as amended and restated effective January 1, 1997, is a defined contribution plan under which substantially all employees who are at least age 18 and who have completed 30 continuous days of service are eligible to participate. The Plan is intended to assist Brown & Brown, Inc. (formerly Poe & Brown, Inc.) and its subsidiaries (the Employer) in its efforts to attract and retain competent employees by enabling eligible employees to share in the profits of the Employer and to supplement retirement income. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974.

BENEFITS PAID

Benefits under the Plan are payable upon normal (after age 65) or early (after age 59-1/2) retirement, death, disability, severe financial

hardship or termination of service, and are based on the balance in the participant's account. Distributions of vested account balances will be made in the form of a single lump-sum payment or in some other optional form of payment, as defined in the Plan.

ADMINISTRATION

The Plan is administered by the 401(k) Plan Employee Benefits Administrative Committee (the Committee), which has been appointed by the Board of Directors (the Board) of the Employer. Information about the plan agreement, such as provisions for allocations to participants' accounts, vesting, benefits and withdrawals, is contained in the Summary Plan Description. Copies of this document are available from the Committee. Diversified Investment Advisors, Inc. (Diversified) has been appointed as the recordkeeper of the Plan, and Investors Bank and Trust Company of Boston, Massachusetts (the Trustee), has been appointed as the trustee of the Plan.

ADMINISTRATIVE EXPENSES

Substantially all administrative expenses are paid by the Plan. These expenses include recordkeeping, audit and trustee fees.

CONTRIBUTIONS

Participants may elect to defer, subject to certain limitations, from 1 percent to 15 percent of annual compensation as contributions to the Plan. The Employer makes matching contributions to the Plan of 100 percent of each contributing participant's deferred contribution, but no more than 2.5 percent of each participant's salary. The Plan permits the Board of the Employer to authorize optional contributions allocated to participants based on salary. During each of the years ended December 31, 1998 and 1997, the Board authorized an optional profit sharing contribution of 1.5 percent of salary for all participants.

VESTING

Participants employed prior to October 1, 1996, are 100 percent vested in their entire account balance at all times. Participants employed on or after October 1, 1996, are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the employer matching contributions and profit sharing contributions are based on years of credited service and are subject to the following vesting schedule:

<u>Years of Credited Service</u>	<u>Vested Interest</u>
1	20%
2	40%
3	60%
4	80%
5 or more	100%

PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer may terminate the Plan at any time, either wholly or partially, by notice in writing to the participants and the Trustee. Upon termination, the rights of participants in their accounts will become 100 percent vested. The Employer may temporarily discontinue contributions to the Plan, either wholly or partially, without terminating the Plan.

2. USE OF ESTIMATES AND SIGNIFICANT ACCOUNTING POLICIES:

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and

liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions to and deductions from the net assets available for plan benefits during the reporting period. Actual results could differ from those estimates.

BASIS OF ACCOUNTING

The accompanying financial statements of the Plan are presented on the accrual basis of accounting in accordance with generally accepted accounting principles.

VALUATION OF INVESTMENTS

DIVERSIFIED INVESTMENTS -- The fair value of the participation units in Diversified investments (excluding the Diversified Stable Five Fund) is based on the quoted redemption value of the units from Diversified on the last business day of the year.

EMPLOYER COMMON STOCK -- This investment consists of the Employer's common stock, which is valued at the last reported sale price as reported on the National Market System by the National Association of Securities Dealers.

DIVERSIFIED STABLE FIVE FUND -- As of December 31, 1998 and 1997, the contract value of this fund approximated its fair value.

CHARLES SCHWAB & CO. PERSONAL CHOICE RETIREMENT ACCOUNT (SEE NOTE 3) -- As of December 31, 1998 and 1997, the fair value of the stocks, bonds and mutual funds held in the participant's account are based on quoted market prices of the investments held.

The fair value of individual investments that represent 5 percent or more of the Plan's net assets available for benefits as of December 31, 1998 and 1997, are summarized as follows:

	1998	1997
Employer Common Stock	\$10,712,730	\$7,217,252
Diversified Stable Five Fund	4,900,519	5,276,753
Diversified Balanced Fund	7,377,078	7,211,963
Diversified Stock Index Fund	4,721,443	3,139,724
Diversified Equity Value Fund	8,810,225	9,720,988
Diversified Special Equity Fund	5,031,815	4,839,617

3. INVESTMENT PROGRAMS:

FUND OPTIONS

As of December 31, 1998 and 1997, contributions to the Plan are invested in one or more of 11 separate investment fund options at the direction of each participant. The fund options are (1) Diversified Stable Five Fund, (2) Diversified Short Horizon Fund, (3) Diversified Government/Corporate Bond Fund, (4) Diversified Balanced Fund, (5) Diversified Stock Index Fund, (6) Diversified Aggressive Equity Fund, (7) Diversified Equity Value Fund, (8) Diversified Special Equity Fund, (9) Diversified International Equity Fund, (10) Diversified Intermediate/Long Horizon Fund and (11) Employer Common Stock. In 1998, six funds were added to the investment options available to participants. These fund options are (1) Diversified Equity Growth Fund, (2) Diversified Money Market Fund, (3) Diversified Growth and Income Fund, (4) Diversified Intermediate Horizon Fund, (5) Diversified Quality Bond Fund and (6) Diversified High Yield Bond Fund. The Plan also allows its participants to invest in the Charles Schwab & Co. Personal Choice Retirement Account, which allows each participant to self-direct their money into a full range of investment options including individual stocks and bonds as well as allowing access to over 800 mutual funds.

In the accompanying statements of net assets available for benefits as of December 31, 1998 and 1997, and statement of changes in net assets available for benefits for the year ended December 31, 1998, several investments are aggregated for presentation purposes. In

the accompanying statement of net assets available for benefits as of December 31, 1997, the Diversified Short Horizon Fund and Diversified Balanced Fund are aggregated into the Balanced Funds; the Diversified Aggressive Equity Fund and the Diversified Equity Value Fund are aggregated into the Equity Funds; and the Diversified International Equity Fund and the Diversified Intermediate/Long Horizon Fund are aggregated into the International Funds. In the accompanying statement of net assets available for benefits and statement of changes in net assets available for benefits as of and for the year ended December 31, 1998, the Diversified Quality Bond Fund, Diversified High Yield Bond Fund and Diversified Government/Corporate Bond Fund are aggregated into the Bond Funds; the Diversified Short Horizon Fund, Diversified Intermediate Horizon Fund, Diversified Intermediate/Long Horizon Fund and Diversified Balanced Fund are aggregated into the Balanced Funds; the Diversified Aggressive Equity Fund, Diversified Equity Growth Fund, Diversified Growth and Income Fund and Diversified Equity Value Fund are aggregated into the Equity Funds. The Charles Schwab & Co. Personal Choice Retirement Account is presented as self-directed investments in the accompanying statements of net assets available for benefits and statement of changes in net assets available for benefits. The remaining options are shown individually in the accompanying statements of net assets available for benefits and changes in net assets available for benefits, but the word "Diversified" is omitted from the title for presentation purposes.

DIVERSIFIED STABLE FIVE FUND

Diversified manages a guaranteed pooled separate account of AUSA Life Insurance Company called the Stable Five Fund. The crediting interest rate is effective for a twelve-month interest crediting period and is set annually. The crediting interest rate is determined based on (i) the projected market yield-to-maturity of the market value of assets, net of expenses, (ii) the timing and amounts of deposits, transfers and withdrawals expected to be made during the interest crediting period, and (iii) the amortization of the difference between the fair value of Pooled Account No. 24 and the balance of the Stable Five Fund. The crediting interest rate for this Diversified account for the years ended December 31, 1998 and 1997, was 7 percent. The average yield for this Diversified account for the years ended December 31, 1998 and 1997, was 6.10 percent and 6.52 percent, respectively.

INVESTMENT INCOME AND EXPENSES

Each participant's account shall be allocated the investment income and expenses of each fund based on the value of each participant's account invested in each fund, in proportion to the total value of all accounts in each fund, taking into account any contributions to or distributions from the participant's account. General expenses of the Plan not attributable to any particular fund shall be allocated among participants' accounts in proportion to the value of each account, taking into consideration the participant's contributions and distributions.

PARTICIPANT LOANS

A participant may, with the approval of the Committee, borrow from his own account a minimum of \$1,000, up to a maximum equal to the lesser of \$50,000 or 50 percent of the participant's vested account balance. Participants may not have more than two loans outstanding at any time. Loans, which are repayable monthly over periods generally up to five years, are collateralized by notes and by a security interest in the borrower's vested account balance. The loans bear interest at the rate of prime plus 1 percent, determined at the time the loan is approved.

4. PARTY-IN-INTEREST TRANSACTIONS:

All of the Plan's Diversified investments are managed by the recordkeeper, a party-in-interest.

5. FEDERAL INCOME TAX STATUS:

The Plan obtained its latest determination letter on February 26, 1996, in which the Internal Revenue Service stated that the Plan was in compliance with the applicable sections of the Internal Revenue Code (IRC). The Plan has been amended and restated since receiving the

determination letter. However, the Plan's management believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

6. SUPPLEMENTAL SCHEDULES:

The following supplemental schedules of assets held for investment and reportable transactions are included as required schedules under ERISA.

SCHEDULE I
Page 1 of 3

POE & BROWN, INC. EMPLOYEES' SAVINGS PLAN AND TRUST

SCHEDULE OF ASSETS HELD FOR INVESTMENT

AS OF DECEMBER 31, 1998

Identity and Description of Issues	Cost	Fair Value
Money market fund:		
Schwab Money Market Fund	\$ 23,663	\$ 23,663
Mutual funds:		
Gabelli Asset Fund	5,229	5,948
Gabelli Growth Fund	5,310	6,598
Invesco High Yield Fund	10,640	10,333
Invesco Strat Financial	6,242	6,624
Invesco Strat Health Fund	6,716	7,305
Janus Overseas Fund	7,789	8,609
Janus Special Situations	5,016	6,417
Janus Twenty Fund	7,628	10,256
Janus Worldwide Fund	18,676	22,117
Oakmark Select Fund	5,325	7,134
PBHG Large Cap Growth Fund	5,366	6,207
Safeco Growth Fund, Inc.	7,777	8,879
Schwab S&P 500 Investment Shares	3,066	4,528
Vanguard Primecap Fund	4,632	5,390
Pooled separate account:		
Diversified Stable Five Fund - Pooled Account of the AUSA Life Insurance Company, Inc.*	4,900,519	4,900,519
Common/collective trusts:		
Diversified Equity Growth Fund*	321,532	384,590
Diversified Money Market Fund*	330,503	335,554
Diversified Short Horizon Fund*	19	20
Diversified Government/Corporate Bond Fund*	612,769	631,418
Diversified Balance Fund*	5,859,641	7,377,078
Diversified Growth and Income Fund*	1,140,374	1,313,905
Diversified Stock Index Fund*	3,339,927	4,721,443
Diversified Aggressive Equity Fund*	277,708	343,173
Diversified Equity Value Fund*	6,916,365	8,810,225
Diversified Quality Bond Fund*	200,559	202,837
Diversified High Yield Bond Fund*	227,670	226,786

SCHEDULE I
Page 2 of 3

POE & BROWN, INC. EMPLOYEES' SAVINGS PLAN AND TRUST

SCHEDULE OF ASSETS HELD FOR INVESTMENT

AS OF DECEMBER 31, 1998

Identity and Description of Issues	Cost	Fair Value
Common/collective trusts (continued):		
Diversified Special Equity Fund*	4,177,994	5,031,815
Diversified International Equity Fund*	822,311	907,936
Diversified Intermediate Horizon Fund*	27,164	28,869
Diversified Intermediate/Long Horizon Fund*	18,364	21,181
Corporate common stocks:		
Employer Common Stock	6,016,452	10,712,730
Pfizer, Inc.	12,617	12,500
Advantage Learning Systems	2,921	3,418
American International Group, Inc.	6,695	10,857
American Eagle Outfitters	3,713	6,729
Aspect Development, Inc.	2,300	5,628
Compaq Computer Corporation	5,170	10,521
Compuware	6,412	9,922
Dell Computer Corporation	18,820	30,226
Gemstar International Group Ltd.	4,048	3,607
Geotel Communications Corporation	1,617	2,570
Gilat Satellite Network Ltd.	1,627	1,929
Henry Jack and Associates, Inc.	2,794	3,134
International Business Machines	1,574	3,134
Iomega Corporation	4,294	3,254
Lason Incorporated	3,652	4,015
Legato Systems, Inc.	5,879	8,770
MCI Worldcom, Inc.	2,901	4,162
Medimmune, Inc.	2,375	3,480
Medquist, Inc.	4,170	4,543
Merck and Company, Inc.	13,493	15,645
Microsoft Corporation	5,721	15,256
Mindspring Entertainment, Inc.	2,518	3,908
Nabors Industries, Inc.	4,598	2,700
Network Appliances, Inc.	3,256	6,188
New Era of Networks, Inc.	2,462	6,072
Novell, Inc.	2,648	3,244
Paychex, Inc.	2,345	2,675

SCHEDULE I
Page 3 of 3

POE & BROWN, INC. EMPLOYEES' SAVINGS PLAN AND TRUST

SCHEDULE OF ASSETS HELD FOR INVESTMENT

AS OF DECEMBER 31, 1998

Identity and Description of Issues	Cost	Fair Value
Corporate common stocks (continued):		
Peregrine Systems, Inc.	4,390	5,055
Resmed, Inc.	3,124	3,902
Rowan Companies, Inc.	14,726	3,950
Stein Mart, Inc.	26,502	15,917
TSI International Software Ltd.	2,382	4,692
Veritas Software Corporation	3,030	4,495
Xomed Surgical Products	1,933	1,952
Participant loans (bearing interest at rates ranging between 7 percent and 11 percent)	1,698,578	1,698,578
		<u>\$48,016,715</u>
		=====

*Managed by the recordkeeper, a party-in-interest (Note 4).

The preceding notes are an integral part of this schedule.

POE & BROWN, INC. EMPLOYEES' SAVINGS PLAN AND TRUST

SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 1998

A series of transactions in excess of 5% of beginning plan assets	Detail of Acquisitions Cost	Detail of Dispositions		
		Cost	Proceeds	Gain
Diversified Stable Five Fund				
-- Pooled Account of the AUSA Life Insurance Company, Inc	\$1,212,587	\$1,588,821	\$1,588,821	\$ -
Diversified Balanced Fund*	1,131,781	1,469,572	1,774,734	305,162
Diversified Stock Index Fund*	1,582,402	772,190	965,311	193,121
Diversified Equity Value Fund*	1,357,767	2,607,299	3,223,355	616,056
Diversified Special Equity Fund*	1,494,834	1,226,661	1,387,807	161,146
Employer Common Stock	3,169,925	418,391	876,719	458,328

*Managed by the recordkeeper, a party-in-interest (Note 4).

The preceding notes are an integral part of this schedule.

Pursuant to the requirements of the Securities Exchange Act of 1934, the Trustee and other persons who administer the Plan have duly caused this annual report to be signed by the undersigned thereunto duly authorized.

POE & BROWN, INC.
EMPLOYEES' SAVINGS PLAN AND TRUST

By: BROWN & BROWN, INC.

By: /S/ JAMES L. OLIVIER

James L. Olivier
Vice President

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

As independent certified public accountants, we hereby consent to the incorporation by reference of our report, dated May 10, 1999, included in this Form 11-K, into the Company's previously filed Registration Statement File No. 33-1900, dated November 27, 1985, as amended by Post Effective Amendment No. 1, dated December 2, 1992.

/S/ ARTHUR ANDERSEN LLP

Tampa, Florida,
June 16, 1999