

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarter period ended June 30, 1996.

or
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 0-7201.

POE & BROWN, INC.

(Exact Name of Registrant as Specified in its Charter)

Florida	59-0864469
_____ (State or Other Jurisdiction of Incorporation or Organization)	_____ (I.R.S. Employer Identification Number)
220 S. Ridgewood Ave., Daytona Beach, FL	32114
_____ (Address of Principal Executive Offices)	_____ (Zip Code)

Registrant's Telephone Number, Including Area Code: (904) 252-9601

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes No

The number of shares of the registrant's common stock, \$.10 par value, outstanding as of August 2, 1996, was 8,695,990.

POE & BROWN, INC.

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For The Quarter Ended June 30, 1996

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ITEM 1: FINANCIAL STATEMENTS

POE & BROWN, INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
(In thousands, except per share data)

	For the three months ended June 30,		For the six months ended June 30,	
	1996	1995	1996	1995
REVENUES				
Commissions and fees	\$27,305	\$24,364	\$57,055	\$50,803
Investment income	802	992	1,643	1,856
Other income	516	290	651	330
Total revenues	<u>28,623</u>	<u>25,646</u>	<u>59,349</u>	<u>52,989</u>
EXPENSES				
Employee compensation and benefits	15,118	13,701	30,586	28,051
Other operating expenses	6,541	6,077	13,145	11,692
Interest and amortization	1,420	1,219	2,787	2,418
Total expenses	<u>23,079</u>	<u>20,997</u>	<u>46,518</u>	<u>42,161</u>
Income before income taxes	5,544	4,649	12,831	10,828
Income taxes	2,162	1,790	5,004	3,717
NET INCOME	<u>\$ 3,382</u>	<u>\$ 2,859</u>	<u>\$ 7,827</u>	<u>\$ 7,111</u>
Net income per share	<u>\$ 0.39</u>	<u>\$.33</u>	<u>\$ 0.90</u>	<u>\$.82</u>
Dividends declared per share	<u>\$.12</u>	<u>\$.12</u>	<u>\$.24</u>	<u>\$.24</u>
Weighted average number of shares outstanding	8,677	8,716	8,696	8,696

See notes to condensed consolidated financial statements.

POE & BROWN, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except per share amounts)

(Unaudited)	(Audited)
June 30,	December 31,

	1996	1995
	<u> </u>	<u> </u>
ASSETS		
Cash and cash equivalents	\$ 30,018	\$ 28,350
Short-term investments	1,721	1,308
Premiums, commissions and fees receivable, less allowance for doubtful accounts of \$100 in 1996 and 1995	60,104	56,553
Other current assets	5,486	6,336
	<u>97,329</u>	<u>92,547</u>
Total current assets		
Fixed assets, net	11,181	10,412
Intangible assets, net	48,921	36,613
Investments	10,210	8,473
Other assets	3,542	3,076
	<u>\$171,183</u>	<u>\$151,121</u>
	=====	=====
LIABILITIES		
Premiums payable to insurance companies	\$ 72,513	\$ 64,588
Premium deposits and credits due customers	5,946	6,070
Accounts payable and accrued expenses	10,447	9,417
Current portion of long-term debt	5,311	1,768
	<u>94,217</u>	<u>81,843</u>
Total current liabilities		
Long-term debt	8,663	7,023
Deferred income taxes	2,173	1,502
Other liabilities	6,544	6,341
	<u>111,597</u>	<u>96,709</u>
Total liabilities		
SHAREHOLDERS' EQUITY		
Common stock, par value \$.10 per share: authorized 18,000 shares; issued 8,619 shares at 1996 and 8,663 shares at 1995	862	868
Additional paid-in capital	969	2,614
Retained earnings	51,846	46,094
Net unrealized appreciation of available-for-sale securities, net of tax effect of \$3,699 in 1996 and \$3,027 in 1995	5,909	4,836
	<u>59,586</u>	<u>54,412</u>
Total shareholders' equity		
	<u>\$171,183</u>	<u>\$151,121</u>
	=====	=====
Total liabilities and shareholders' equity		

See notes to condensed consolidated financial statements.

POE & BROWN, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(In thousands)

	For the six months ended June 30,	
	1996	1995
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 7,827	\$ 7,111
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	3,748	3,266
Provision for doubtful accounts	-	55
Deferred income taxes	-	(1,638)
Net gains on sales of investments, fixed assets and customer accounts	(625)	(311)
Premiums, commissions and fees receivable, (increase) decrease	(3,551)	9,969

Other assets, decrease	599	1,239
Premiums payable to insurance companies, increase (decrease)	7,925	(3,915)
Premium deposit and credits due customers, (decrease)	(124)	(1,370)
Accounts payable and accrued expenses, increase (decrease)	1,030	(423)
Other liabilities, increase	203	819
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>17,032</u>	<u>14,802</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to fixed assets	(2,415)	(2,100)
Payments for businesses acquired, net of cash acquired	(8,879)	(825)
Proceeds from sales of fixed assets and customer accounts	643	362
Purchases of investments	(801)	(261)
Proceeds from sales of investments	402	326
NET CASH USED IN INVESTING ACTIVITIES	<u>(11,050)</u>	<u>(2,498)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Payment on long-term debt	(588)	(639)
Proceeds from long-term debt	-	260
Exercise of stock options, issuances and purchases of stock	(1,651)	165
Cash dividends paid	(2,075)	(2,067)
NET CASH USED IN FINANCING ACTIVITIES	<u>(4,314)</u>	<u>(2,281)</u>
Net increase in cash and cash equivalents	1,668	10,023
Cash and cash equivalents at beginning of period	28,350	23,185
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<u>\$30,018</u> =====	<u>\$33,208</u> =====

See notes to condensed consolidated financial statements.

POE & BROWN, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

NOTE 1 - BASIS OF FINANCIAL REPORTING

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions for Form 10Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals except for the adjustment described in Note 5) considered necessary for a fair presentation have been included. For further information, refer to the consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 1995.

Results of operations for the three- and six-month periods ended June 30, 1996 are not necessarily indicative of the results that may be expected for the year ending December 31, 1996.

NOTE 2 - NET INCOME PER SHARE

Net income per share is based upon the weighted average number of shares outstanding, adjusted for the dilutive effect of stock options, which is the same on both a primary and a fully-diluted basis.

NOTE 3 - MERGER AND ACQUISITIONS

On March 1, 1995, the Company issued 146,300 shares of its common

stock in exchange for all of the partnership interest in Insurance West, a Phoenix, Arizona general insurance agency. The merger has been accounted for as a pooling-of-interests and, accordingly, the Company's consolidated financial statements have been restated for all periods prior to the merger to include the results of operations, financial position, and cash flows of Insurance West. The separate company operating results of Insurance West for periods prior to the merger are not material to the Company's consolidated operating results.

During the first quarter of 1995, the Company acquired substantially all of the assets of King Insurance Agency, Inc. of Naples, Florida. During the second quarter of 1995, the Company acquired substantially all of the assets of S. Lloyd Underwriters, Inc. of Ft. Lauderdale, Florida. During the first quarter of 1996, the Company acquired a majority interest in Florida Intracoastal Underwriters, Ltd. of Miami Lakes, Florida. During the second quarter of 1996, the Company acquired substantially all of the assets of B & R International, Inc. of Atlanta, Georgia. These acquisitions have been accounted for using the purchase method of accounting. Pro forma results of operations for the six-month periods ended June 30, 1995 and 1996 resulting from these acquisitions were not materially different from the results of operations as reported. Their results of operations have been combined with those of the Company since their respective acquisition dates.

NOTE 4 - LONG-TERM DEBT

The Company continues to maintain its credit agreement with a major insurance company under which \$6 million (the maximum amount available for borrowings) was outstanding at June 30, 1996, at an interest rate equal to the prime lending rate plus one percent. The available amount will decrease by \$1 million each August, as described in Note 7 to the consolidated financial statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 1995.

In November 1994, the Company entered into a revolving credit facility with a national banking institution which provides for available borrowings of up to \$10 million. As of June 30, 1996, there were no borrowings against this line of credit.

NOTE 5 - INCOME TAXES

In 1992, the Internal Revenue Service (Service) completed examinations of the Company's federal income tax returns for the tax years 1988, 1989, and 1990. As a result of its examinations, the Service issued Reports of Proposed Adjustments asserting income tax deficiencies which, by including interest and state income taxes for the periods examined and the Company's estimates of similar adjustments for subsequent periods through December 31, 1993, would total \$6,100,000. The disputed items related primarily to the deductibility of amortization of purchased customer accounts and non-compete agreements. In addition, the Service's report included a dispute regarding the time at which the Company's payments made pursuant to certain indemnity agreements would be deductible for tax reporting purposes. During 1994, the Company reached a settlement agreement with the Service with respect to certain of the disputed amortization items and the indemnity agreement payment issue. In March 1995, the Company reached a settlement agreement with the Service with respect to the remaining disputed items. Based upon this settlement and after taking into consideration the reductions in the Company's general tax reserves resulting from current and expected payments under the settlement agreement, the Company recorded a \$451,000 adjustment to decrease reserves in the first quarter of 1995 with a corresponding reduction to its income tax provision.

NOTE 6 - CONTINGENCIES

The Company is not a party to any legal proceedings other than various claims and lawsuits arising in the normal course of business. Management of the Company does not believe that any such claims or lawsuits will have a material effect on the Company's financial condition or results of operations.

ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

Net Income. Net income for the second quarter of 1996 was \$3,382,000, or \$.39 per share, compared with net income in the second quarter of 1995 of \$2,859,000, or \$.33 per share, an 18% increase in per share earnings. Net income for the six months ended June 30, 1996 was \$7,827,000 or \$.90 per share, compared with 1995 same period net income of \$7,111,000, or \$.82 per share, for a 10% increase. Excluding a first quarter 1995 favorable tax reserve adjustment of \$.05 per share, per share earnings from recurring operations are up 17% in 1996.

Commissions and Fees. Commissions and fees for the second quarter of 1996 increased \$2,941,000, or 12% from 1995. Approximately \$2,250,000 of this increase represents revenues from acquired agencies with the remainder due to new business production. Commissions and fees for the six month ended June 30, 1996 were \$57,055,000 compared to \$50,803,000 for the same period in 1995, a 12% increase. The 1996 increase is due to new business production and approximately \$4,194,000 of revenues from acquired agencies.

Investment Income. Investment income for the quarter and six month periods ended June 30, 1996 decreased \$190,000 and \$213,000, respectively, from the same periods in 1995. This decrease is primarily due to lower levels of invested cash and changes in interest rate returns.

Other Income. Other income primarily includes gains and losses from the sale of customer accounts and other assets. Other income increased approximately \$226,000 for the six months ended June 30, 1996 over the same period for 1995 and approximately \$321,000 for the three months ended June 30, 1996 over the same period for 1995.

Employee Compensation and Benefits. Employee compensation and benefits increased during both the three and six months ended June 30, 1996. The increase for the six-month period ended June 30, 1996 is 9% while the increase for the quarter ended June 30, 1996 is 10%. This increase is primarily due to additional compensation expense as a result of the increased commission and fee revenues and increase in the number of employees as a result of acquisitions. Compensation and employee benefits as a percentage of total revenues were generally consistent between the 1996 and 1995 periods.

Other Operating Expenses. Other operating expenses for the three months ended June 30, 1996 increased \$464,000 over the same period in 1995 but declined as a percentage of total revenues from 23.7% to 22.9%. Other operating expenses for the six months ended June 30, 1996 increased \$1,453,000 from 1995 and remained constant as a percentage of total revenues. This increase is primarily attributable to cost associated with acquisitions.

Interest and Amortization. Interest and amortization expense increased \$201,000 during the second quarter of 1996 and \$369,000 during the six months ended June 30, 1996 over the same periods in 1995. This increase is primarily the result of acquisition transactions.

Income Taxes. The Company's effective tax rate for the three months ended June 30, 1996 and 1995 was 39% and 38.5%, respectively. The Company's effective tax rate for the six-month period increased from 34.3% in 1995 to 39% in 1996. The increase in the effective tax rate is primarily the result of a \$450,000 reduction in the Company's income tax reserves during the first quarter of 1995 due to the favorable tax settlement in March 1995 of the remaining outstanding Internal Revenue Service examinations assessments which the Company had originally protested. See Note 5 to the Condensed Consolidated Financial Statements for further information.

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash and cash equivalents of \$30,018,000 at June 30, 1996 increased by \$1,668,000 from \$28,350,000 at December 31, 1995. During the six months ended June 30, 1996, \$17,032,000 of cash was provided primarily from operating activities. Of this amount, \$8,879,000 was used to acquire businesses, \$2,415,000 for additions to fixed assets, 1,651,000 for the purchase of Company stock, and the remainder primarily to pay dividends on the Company's common stock. The current ratio at June 30, 1996 was 1.03 compared to 1.13 as of December 31, 1995.

The Company has a revolving credit agreement with a major insurance company under which up to \$6 million presently may be borrowed at an interest rate equal to the prime lending rate plus one percent. The amount of available credit decreases by \$1 million each August through the year 2001, when it will expire. As of June 30, 1996, the maximum amount of borrowings was outstanding. In November 1994, the Company entered into a revolving credit facility with a national banking institution that provides for

available borrowings of up to \$10 million. As of June 30, 1996, there were no borrowings against this line of credit. The Company believes that its existing cash, cash equivalent, short-term investments portfolio, funds generated from operations, and available credit facility borrowings are sufficient to satisfy its normal financial needs.

POE & BROWN, INC.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

As previously reported in the Company's Annual Report on Form 10-K for the year ended December 31, 1995, on September 9, 1994, the Company was named as a third-party defendant in a case pending in the United States District Court, Eastern District of New York, captioned Alec Sharp, an Underwriter at Lloyds on behalf of himself and other Lloyd's Underwriters and Colin Trevor Dingley, on behalf of himself and other Lloyd's Underwriters v. Best Security Corp., d/b/a Independent Armored, et al. The third-party complaint was filed against the Company by some of the defendants in the action. The case arose from the theft of jewelry claimed to be worth approximately \$7 million from an armored car owned and operated by Best Security Corp. Plaintiffs, the insurers, sought a declaratory judgment against the insured and purported additional insureds that the policy was void from inception because the insured made misrepresentations on the application. In the third-party complaint, the third-party plaintiffs alleged that the Company issued certificates of insurance naming additional insureds without authorization, and claimed the Company failed to communicate information given to the Company by the named insured to the Underwriters at Lloyds of London. In the first and second quarters of 1996, the claims of all of the third-party plaintiffs were resolved through settlement, and on June 17, 1996 the action was dismissed with prejudice. The settlement of these claims did not have a material effect on the consolidated financial position or operations of the Company.

The Company is involved in various other pending or threatened proceedings by or against the Company or one or more of its subsidiaries which involve routine litigation relating to insurance risks placed by the Company and other contractual matters. The Company's management does not believe that any of such pending or threatened proceedings will have a material adverse effect on the consolidated financial position or results of operations of the Company.

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company's Annual Meeting of Shareholders was held on April 30, 1996. At the Annual Meeting, seven of the existing directors of the Company were re-elected to the Board. Three directors did not stand for re-election. In addition, the Company's shareholders approved a proposal to adopt the Poe & Brown, Inc. Stock Performance Plan (the "Plan").

The number of votes cast for and against the proposal to adopt the Plan were 6,771,637 and 36,120, respectively. There were 183,866 abstentions and no broker non-votes with respect to this proposal.

The number of votes cast for or withheld with respect to the election of each of the directors is set forth below:

	For	Withheld
J. Hyatt Brown	6,903,591	88,032
Samuel P. Bell, III	6,905,262	86,361
Bruce G. Geer	6,904,998	86,625
Jim W. Henderson	6,904,998	86,625
Kenneth E. Hill	6,905,062	86,561
Bradley Currey, Jr.	6,904,862	86,761
Theodore J. Hoepner	6,905,062	86,561

There were no abstentions and no broker non-votes with respect to the election of the directors.

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

- (a) Exhibits - Exhibit 3a - Articles of Incorporation (incorporated by reference to Form 10-K for the year ended December 31, 1994)
 - Exhibit 3b - Amended and Restated Bylaws
 - Exhibit 11 - Statement re: Computation of Per Share Earnings
 - Exhibit 27 - Financial Data Schedule (for SEC use only)
- (b) There were no reports filed on Form 8-K during the quarter ended June 30, 1996.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

POE & BROWN, INC.

Date: August 8, 1996

/s/James A. Orchard

James A. Orchard
Chief Financial Officer
(duly authorized officer, principal
financial officer and principal
accounting officer)

AS AMENDED EFFECTIVE
AS OF JULY 30, 1996

BY-LAWS
POE & BROWN, INC.

ARTICLE I

SHAREHOLDERS

Section 1. Annual Meetings of Shareholders

The annual meeting of the Shareholders for the election of the Board of Directors and the transaction of such further business as may come before the meeting shall be held at the Company's offices on the fourth Thursday of April each year (or in the event such day is a legal holiday, on the day next following which is not a legal holiday), unless by resolution of the Board of Directors in any year a different time is designated. Meetings of the shareholders may be held either within or without the State of Florida.

Section 2. Special Meetings of Shareholders

Special meetings of the shareholders may be called by the President or the Board of Directors whenever he or they deem it proper and shall be called by the President or by the Board of Directors upon the written request of shareholders holding a majority of common stock outstanding. Such meetings may be held either within or without the State.

Section 3. Notice of Meetings of Shareholders

A notice of each meeting of shareholders, signed by the Secretary, shall be mailed to each shareholder having the right and entitled to vote at such meeting, at his address as it appears on the records of the Corporation, not less than 10 nor more than 60 days before the date set for the meeting. If any such shareholder's address is unknown, notice shall be given by advertising once, in some newspaper published in Tampa, Florida within the time above specified for served or mailed notice. If any shareholder shall transfer any of his stock after notice, it shall not be necessary to notify the transferee. Any shareholder, however, may waive notice of any meeting, either before, at or after such meeting.

Section 4. Qualification of Voters

The directors may fix a date not more than 70 days prior to the date set for such meeting as the record date of which the shareholders of record who have the right to and are entitled to notice of and to vote at such meeting and any adjournment thereof shall be determined.

Section 5. Proxy and Voting

Shareholders who are qualified to vote may vote at any meeting, either in person or, if absent, by proxy in writings which shall be filed with the Secretary of the meeting before being voted. Each common shareholder shall be entitled to as many votes as he holds shares of stock.

Section 6. Quorum

At any meeting of the shareholders a majority in interest of all the common stock issued and outstanding represented by shareholders of record in person or by proxy shall constitute a quorum for the transaction of business. A less interest may adjourn any meeting and the meeting may be held as adjourned without further notice, provided however, that directors shall not be elected at meetings so adjourned. Any question may be considered and acted upon at an annual meeting of the shareholders, but no question not stated in the call for a special meeting shall be acted upon thereat except by the written consent to the holders of a majority of the outstanding common stock, said consent to be filed with the records of the Corporation.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Number and Qualifications of Directors

The Board of Directors shall consist of nine (9) in number to be elected annually at the meeting of the shareholders by a majority of the shares voted. The number may be increased or diminished from time to time, by resolution of the Board of Directors, but shall never be less than three (3). It shall not be necessary for directors to be shareholders, but all directors shall be of full age and at least one shall be a citizen of the United States. A director shall hold office until his successor is elected and has qualified.

Section 2. Meetings of Directors

The Board of Directors shall hold its regular and its special meetings at such times and places, within or without the state, as they deem to be to the best interest of the Corporation. The Board of Directors shall fix the time and place of its regular meetings. The President or any two directors may call special meetings of the Board of Directors but the President shall call a special meeting or meetings whenever requested in writing so to do by the holders of a majority of the stock then outstanding. The Board of Directors may conduct meetings by means of a conference telephone hookup.

Section 2A. Action by Written Consent

Any action required or permitted to be taken at a meeting of the Board of Directors or of a Committee may be taken by written consent, without a meeting, if the action is taken by all of the members of the Board or the Committee. The action shall be evidenced by one or more

written consents describing the action taken and shall be signed by each director or Committee member.

Section 3. Notice of Meetings of Board of Directors

After the Board of Directors has determined the time and place for regular meetings no notice thereof need be given. Notice of special meetings, stating the time and place thereof, shall be given to each director by mailing the same special delivery and, if it will expedite the notice, airmail, at his residence or business address at least two (2) days before the meeting, or by delivering the same to him personally or telegraphing or telecopying the same to him at his residence or business address not later than the day before the day on which the meeting is to be held, unless in case of emergency the President shall prescribe a shorter notice to be given personally, by telephone, telegram or by telecopy. The meeting of the Board of Directors for the election of officers may be held without notice immediately after the annual meeting of the shareholders and at the same place. Any director may waive notice of any meeting of the Board of Directors either before, at or after such meeting.

Section 4. Powers of Directors

The Board of Directors shall have the entire management of the business of the Corporation. In the management and control of the property, business and affairs of the Corporation, the Board of Directors is hereby vested with all the powers possessed by the Corporation itself, so far as this delegation of authority is not inconsistent with the laws of the State of Florida, with the Certificate of Incorporation or with these By-Laws. The Board of Directors shall have the power to determine what constitutes net earnings, profits, and surplus, respectively, what amount shall be reserved for working capital and for any other purposes and what amount shall be declared as dividends, and such determination by the Board of Directors shall be final and conclusive. The Board of Directors shall also have power to determine what amounts, if any, shall be borrowed by the Corporation and upon what terms, conditions or security and shall be authorized to incur such indebtedness as they may deem necessary and to authorize the execution thereof by the officers of the Corporation. The Board of Directors may, by resolution, designate two or more of their number to constitute an executive committee, who, to the extent provided in such resolution, shall have and may exercise the powers of the Board of Directors.

Section 5. Vacancies

When for any reason the office of a director shall become vacant, the remaining directors shall by a majority vote elect a successor who shall hold office until his successor is elected and has qualified. Vacancies resulting from an increase in the number of directors may be filled in the same manner.

Section 6. Quorum of Directors

A majority of the members of the Board of Directors is required to constitute a quorum for the transaction of business, but a lesser number (not less than two) may adjourn any meeting and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, the act of the majority of the directors present shall be the act of the Board of Directors and this shall be true even if no notice of such meeting shall have been given, provided a majority of the Board shall waive, as hereinabove provided, the giving of such notice.

Section 7. Resignation or Removal

Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the time specified therein, or if the time not be specified therein, upon its acceptance by the Board of Directors. The shareholders at any meeting called for the purpose by vote of a majority of the common stock issued and outstanding may remove from office any director elected by the shareholders or Board of Directors and elect his successor.

ARTICLE III

OFFICERS

Section 1. Election and Qualification

The Officers of this Corporation shall consist of a Chairman of the Board, a President, a Vice President, a Secretary and a Treasurer and one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers or such other officers as the Board of Directors may provide. All of such officers shall be elected by the Board of Directors immediately after the annual meeting of the shareholders. None of the officers need be directors. The same person may hold more than one office, except those of President and Secretary or Assistant Secretary. The Board of Directors shall have the authority to fill any vacancy in any office.

The Board of Directors shall have full authority to fix the compensation of all officers. All officers shall hold office until their successors are elected and have qualified.

Section 2. Chairman of the Board

The Chairman of the Board shall preside at all meetings of the shareholders and shall preside at meetings of the Board of Directors, and in the absence, sickness or other disability of the President, shall serve as the chief executive officer of the Corporation. The Chairman of the Board, President or Vice President, unless some other person is specifically authorized by vote of the Board of Directors, shall sign all Certificates of stocks, bonds, deeds, mortgages, leases, or any other written instruments of the Corporation. He shall perform all the duties commonly

incident to his office and shall perform such other duties as the Board of Directors shall designate.

Section 2A. President

The President shall be the chief executive officer of the Corporation and shall preside at meetings of the shareholders and/or directors in the absence, sickness or other disability of the Chairman of the Board. The President shall perform all the duties commonly incident to his office and shall perform such other duties as the Board of Directors shall designate.

Section 3. Vice President

The Vice President shall perform the duties and have the powers of the President (other than those as specified as duties of the Chairman of the Board) during the absence, sickness, or other disability of the President. In addition, he shall perform such other duties and have such other powers as the Board of Directors shall designate.

Section 4. Secretary

The Secretary shall keep accurate minutes of all meetings of the shareholders and the Board of Directors and shall perform all the duties commonly incident to his office and shall perform such other duties and have such other powers as the Board of Directors shall designate. The Secretary shall have charge of the Corporate Seal and shall, if requested to do so, attest written instruments of the Corporation executed by the President or the Chairman the Board and affix the Corporate Seal thereto. In the absence of the Secretary, the Assistant Secretary shall perform the aforesaid duties.

Section 5. Treasurer

The Treasurer, subject to the order of the Board of Directors, shall have the care and custody of the money, funds, valuable papers and documents of the Corporation and shall have and exercise under the supervision of the Board of Directors all the powers and duties commonly incident to his office. He shall keep accurate accounts of the Corporation's transactions which shall be the property of the Corporation.

Section 6. Resignation and Removal

Any officer of the Corporation may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein or if the time be not specified therein upon its acceptance by the Board of Directors. The shareholders at any meeting called for the purpose by vote of a majority of the stock issued and outstanding may remove from office any officer elected or appointed by the Board of Directors and elect or appoint his successor. The Board of Directors by vote of not less than a majority of the entire Board may remove from office any officer or agent elected or appointed by it.

ARTICLE IV

STOCK

Section 1. Certificate of Stock

Certificates shall be signed by the Chairman of the Board or the President and the Secretary or an Assistant Secretary and sealed with the seal of the Corporation. The seal may be facsimile, engraved or printed. When such Certificate is signed by a transfer agent or by a registrar, the signature of any of those officers named herein may be facsimile. Shares of stock may be transferable only by the registered holder thereof in person or by his attorney duly authorized in writing at the office of an authorized transfer agent of the Corporation upon the surrender of the certificate or certificates for such shares.

Section 2. Stock Register

A stock book, stock records or register shall be kept at the office of the Corporation in Florida, or in the office of one or more of its transfer agents or registrars, containing the names, alphabetically arranged, with the address, of every shareholder, showing the number of shares of stock held of record by him. If the stock records are kept in the office of a transfer agent or registrar, the Corporation shall keep at its office in Florida copies of the stock list prepared from the stock records and sent to it from time to time by said transfer agent or registrar.

Section 3. Defaced or Mutilated Stock Certificates

A new certificate may be issued in lieu of any certificate previously issued that may be defaced or mutilated, upon surrender for cancellation of the part of the old certificate sufficient, in the opinion of the Secretary, to protect the Corporation against loss or liability.

Section 4. Loss of Stock Certificates

In case of loss of any certificate of stock, the owner, before obtaining a duplicate thereof, shall be required to make affidavit that the stock has been lost, stolen or destroyed, describing the same accurately, which affidavit shall be filed with the Treasurer and shall be further required to give to the Corporation a bond or indemnity agreement satisfactory to the Board of Directors.

ARTICLE V

SEAL

Section 1. Description of Seal

The corporate seal of the Corporation shall bear the words POE & BROWN, INC., and the word "FLORIDA", which shall be between two concentric circles, and on the inside the inner

circle shall be the words "CORPORATE SEAL" and figures "1959", an impression of the said seal appearing on the margin hereof.

ARTICLE VI

AMENDMENTS

Section 1. Method of Amendment or Change

These By-Laws may be amended or repealed and additional By-Laws added or adopted by a majority vote of the entire Board of Directors so long as the proposed action is not inconsistent with any By-Laws which may have been adopted by any shareholders meeting by a vote of the majority of the issued and outstanding common stock of the Corporation. These By-Laws may be amended or repealed at any shareholders meeting by a vote of the majority of the issued and outstanding common stock of the Corporation.

ARTICLE VII

MISCELLANEOUS

Section 1. Indemnification of Directors and Officers

Every person who now is or hereafter may be a director or officer of this Corporation, or a director or officer of any other corporation serving as such at the request of this Corporation because of this Corporation's interest as a shareholder or creditor of such other corporation, shall be indemnified by this Corporation against all costs and amounts of liability therefor and expenses, including counsel fees, reasonably incurred by or imposed upon him in connection with or resulting from any action, suit, proceeding or claim of whatever nature to which he is or shall be made a party by reason of his being or having been a director or officer of this Corporation or for such other corporation (whether or not he is such director or such officer at the time he is made a party to such action, suit, proceeding or claim or at the time such costs, expenses, amounts or liability therefor are incurred by or imposed upon him), provide that such indemnification shall not apply with respect to any matter as to which such director or officer shall be finally adjudged in such action, suit, proceeding or claim to have been individually guilty of gross negligence or wilful malfeasance in the performance of his duty as such director or officer and provided further that the indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding or claim when, in the judgment of the Board of Directors of this Corporation, such settlement and reimbursement appeared to be for the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such director or officer may be entitled under any agreement, vote of shareholders or others.

Section 2. Validity of Certain Contracts

No contract other transaction between this Corporation and any other association, firm corporation (whether or not a majority of the ownership or capital stock of such other association, firm or corporation shall be owned by this Corporation), shall in any way be affected or invalidated by the fact that any of the directors or officers this Corporation are pecuniarily or otherwise interest in, or are directors or officer such other association, firm or corporation; any director of officer of this Corporation, individually, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation; and any director of this Corporation who is also a director of officer of such other corporation, or who is so interested, may be counted in determinate into existence of a quorum at the meeting of the Board Directors of this Corporation which shall authorize or confirm any such contract or transaction and may vote thereat to authorize or confirm any such contract or transaction with like force and effect as if he were not such director officer of such other corporation or not so interested; and each and every person who may become a director or officer of this Corporation is hereby relieve from any liability that might otherwise exist from thus contracting with this Corporation of the benefit of himself or any person, firm, association or corporation in which he may be in any way interested; provided, however, in any said contract or transaction there shall be an absence of actual fraud

- END -

EXHIBIT 11 - STATEMENT RE: COMPUTATION OF PER SHARE (UNAUDITED)

	Three Months Ended June30, 1996	1995	Six Months Ended June 30, 1996	1995
Average shares outstanding	8,649	8,658	8,666	8,648
Net effect of dilutive stock options, based on the treasury stock method	28	58	30	48
Total shares used in computation	<u>8,677</u> =====	<u>8,716</u> =====	<u>8,696</u> =====	<u>8,696</u> =====
Net income	<u>\$3,382</u> =====	<u>\$2,859</u> =====	<u>\$7,827</u> =====	<u>\$7,111</u> =====
Net income per share	<u>\$.39</u> =====	<u>\$.33</u> =====	<u>\$.90</u> =====	<u>\$.82</u> =====

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6-MOS

DEC-31-1996		
JUN-30-1996		
		30,018
	1,721	
	60,104	
	100	
	0	
97,329		
		23,327
	12,146	
	171,183	
94,217		
		0
0		
		0
		862
	5,909	
171,183		
		0
59,349		
		0
	43,731	
	0	
	0	
	466	
	12,831	
	5,004	
7,827		
	0	
	0	
		0
	7,827	
	.90	
	.90	