

Applied Risk Services, Inc.
1018 Dodge Street
Omaha, NE 68102-1116

(402) 342-4900

Fax (402) 342-5124

F00000004490

June 27, 2001

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

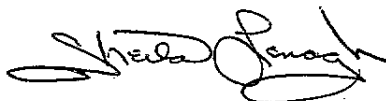
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Enclosed is our application to file an amendment to the application for authorization to transact business in Florida.

If you have any questions, or require additional information in this matter, please contact me at (402) 342-4900, extension 142.

Thank you in advance for your assistance in this matter.

Sincerely,



Sheila Lenagh
Tax Manager

Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUL -2 PM 12:23

N/C

V. SHEPARD JUL 10 2001

(Pursuant to s. 607.1504, F.S.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUL -2 PM 12:23

- Name of corporation as it appears on the records of the Department of State.

- Incorporated under laws of

- Date authorized to do business in Florida

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 5/17/01

- Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Nebraska New Jurisdiction

Sidney Lerum
Signature

6-27-01
Date

Sidney Ferenc
Typed or printed name

President
Title

STATE OF

NEBRASKA



United States of America,
State of Nebraska } ss.

Department of State
Lincoln, Nebraska

I, John A. Gale, Secretary of State of Nebraska do hereby certify;

the attached is a true and correct copy of Restated Articles of
Incorporation of

AEG INSURANCE SERVICES, INC.

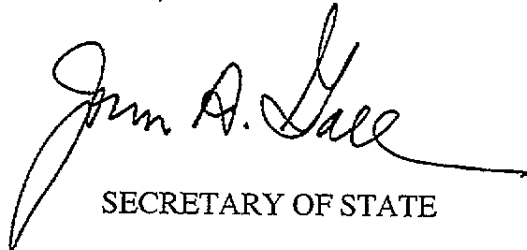
changing the corporate name to

APPLIED RISK SERVICES, INC.

with registered office located in OMAHA, Nebraska, as filed in this
office on May 17, 2001.

In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State of
Nebraska on June 26, in the year of
our Lord, two thousand one.


SECRETARY OF STATE



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AEG INSURANCE SERVICES, INC.**

Pursuant to the provisions of the Nebraska Business Corporation Act, the undersigned company adopts the following Amended and Restated Articles of Incorporation for AEG Insurance Services, Inc. in order to effect its redomestication from California to Nebraska, by revoking the existing Articles of Incorporation of the Company in whole and substituting the following as the amended and restated Articles of Incorporation of the Company.

ARTICLE I.

The name of the Corporation is APPLIED RISK SERVICES, INC.

ARTICLE II.

The period of the Corporation's duration is perpetual.

ARTICLE III.

The purposes for which the Corporation is organized are:

1. To engage in all aspects of an insurance services business.
2. To transact any and all lawful business for which the corporation may be incorporated under the Nebraska Business Corporation Act and to do everything necessary, proper, advisable or convenient for the accomplishment of those purposes.
3. To purchase, sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real property, chattels, real and other property of the company, real and personal, and wheresoever situated, and any and all legal and equitable rights therein.

4. To borrow money, with or without pledge of or mortgage upon all or any of its property, real or personal, as security, and to loan and advance money upon mortgages on personal and real property, or on either of them.

5. To buy, sell, and deal in, with or without guaranty or payment thereof, stocks, bonds, and mortgages and other like securities and other kinds of properties whether real or personal, not prohibited or specifically excepted by any law, and to do and prosecute any acts and things incidental to or property in connection with the carrying on of the business of this corporation.

ARTICLE IV.

The Corporation shall have and exercise all powers and rights conferred upon corporations by the Nebraska Business Corporation Act and any enlargement of such powers conferred by subsequent legislative acts; and, in addition thereto, the corporation shall have and exercise all powers and rights, not otherwise denied corporations by the laws of the State of Nebraska, as are necessary, suitable, proper, convenient and expedient to the attainment of the purposes set forth in Article III above.

ARTICLE V.

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) Shares of common stock, and the par value of each of said shares shall be One (\$.01) Cent.

ARTICLE VI.

No holder of shares of the corporation shall, as such holder, have any right to purchase or subscribe for any part of the unissued shares of the Corporation of any class, now or hereafter authorized, or of any bond, debenture, obligation or instrument which the Corporation may issue or sell that shall be convertible into or exchangeable for or entitle the holders thereof to purchase or subscribe for any shares of the Corporation of any class, now or hereafter authorized, other than such right, if any, as the Board of Directors of the Corporation in its discretion may determine.

ARTICLE VII.

The affairs of the Corporation shall be conducted by a Board of Directors as permitted by statute and the statutory officers, to-wit: a President, one or more Vice Presidents, as may be deemed necessary or desirable to the Board of Directors, or chosen

as provided by the By-Laws of the Corporation, or any combination of officers as permitted by statute. The Board of Directors is expressly authorized, without assent or vote of the stockholders, to authorize and issue obligations of the corporation, secured or unsecured, and to include therein such provisions as such Board of Directors, in its discretion, may determine, and to authorize the mortgaging, pledging, hypothecating, or placing of lien upon any property of the corporation, real or personal, which may be at such time or may thereafter be owned by the Corporation. The Board of Directors shall have powers to make and alter or amend the By-Laws of the Corporation as set forth in such By-Laws adopted at the first corporate meeting.

ARTICLE VIII.

The Corporation shall indemnify every officer, director, employee or other person to the extent permitted by law and the private property of the shareholder shall not be subject to payment of corporate debts but shall be exempt from liability thereof.

ARTICLE IX.

In the absence of fraud, no contract or other transaction between the corporation and any other person, corporation, firm, syndicate, association, partnership, or joint venture shall be wholly or partially invalidated or otherwise affected by reason of the fact that one or more of the directors or officers of the corporation are or become directors or officers of such other corporation, firm, syndicate or association, or members of such partnership, or joint venture, or are pecuniarily or otherwise interest in such contractual transaction provided, that the fact that such director or directors of the corporation are so situated or so interested or both, shall be disclosed or shall have been known to the Board of Directors of the corporation. Any director or directors of the corporation who are also a director or officers of such corporation, firm, syndicate, or association, or member of such partnership, or joint venture or pecuniarily or otherwise interested in such contract or transaction, may be counted for the purpose of determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and in the absence of fraud, and as long as he acts in good faith, any such director may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not a director or officer of such other corporation, firm, syndicate, or association, or a member of such partnership, or joint venture, or pecuniarily or otherwise interested in such contract or transaction. No director or directors having such disclosed adverse interest shall be liable to the corporation, or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, or transaction, nor shall any director or directors be accountable for any gains or profits thereon.

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ARTICLE X.

The address of the initial Registered Office of the corporation is 10050 Regency Circle, Suite 120, Omaha, Nebraska 68114, and the name of the initial Registered Agent at such address is Jeffrey A. Silver.

ARTICLE XI.

The foregoing amendment was adopted by the shareholders of the corporation on November 1, 2000.

ARTICLE XII.

On November 1, 2000, there were 10,000 shares of the Class A Common Stock outstanding, of which 10,000 shares were entitled to vote on such amendment.

ARTICLE XIII.

Ten Thousand (10,000) shares of the common stock of the corporation were voted for such amendment, and zero shares of the common stock of the corporation were voted against such amendment.

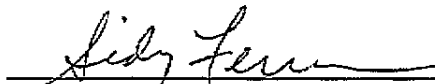
DATED this 16th day of April, 2001.

APPLIED UNDERWRITERS, INC.

BY



SIDNEY FERENC, President



SIDNEY FERENC, Secretary