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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 222-9428

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Fed USA Franchising, Inc.

Certificate of Status	0
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Handwritten signature/initials

**ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**ARTICLE I NAME**

The name of the corporation shall be:

Fed USA Franchising, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/ mailing address is:

4450 Sojourn Drive, Suite 500, Addison, Texas 75001

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

The purpose for which the corporation is organized is to provide the operation of franchised retail insurance stores and services.

**ARTICLE IV SHARES**

The number of shares of stock is:

1000 shares common stock. Par value is \$0.01.

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

See attached

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:


C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324

**ARTICLE VII INCORPORATOR**

The name and address of the incorporator is:

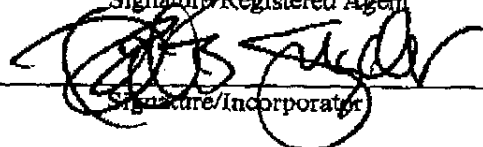
David B. Snyder, 4450 Sojourn Drive, Suite 500, Addison, Texas 75001

\*\*\*\*\*  
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

  
\_\_\_\_\_  
Signature/Registered Agent

Michael E. Jones  
Assistant Secretary

12/9/04  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

12/8/04  
\_\_\_\_\_  
Date

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TALLAHASSEE FLORIDA

**CONSENT TO USE OF NAME**

Fed USA, Inc. a corporation organized under the laws of the state of Florida, hereby consents to the use of the name Fed USA Franchising, Inc. in the State of Florida.

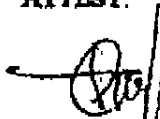
IN WITNESS WHEREOF, the said Fed USA, Inc. has caused this consent to be executed by Jose E. Merille, its President and attested by TANIA DE LA CRUZ (NAME), its FRANCHISE OPS MANAGER (TITLE), this 8 day of DECEMBER 2004.

FED USA, INC.

BY:

  
Name: Jose E. Merille  
Title: President

ATTEST:



Name: TANIA DE LA CRUZ  
Title: FRANCHISE OPERATIONS MANAGER

**Fed USA Franchising, Inc.****OFFICERS:**

<u>Officers Name</u>	<u>Title of Officer</u>	<u>Business Address</u>
Thomas E. Mangold	Chief Executive Officer and President	4450 Sojourn Drive, Suite 500, Addison, Texas 75001
M. Sean McPadden	Executive Vice President	4450 Sojourn Drive, Suite 500, Addison, Texas 75001
Katherine C. Nolan	Executive Vice President	4450 Sojourn Drive, Suite 500, Addison, Texas 75001
Timothy A. Bienek	Executive Vice President and Chief Financial Officer	4450 Sojourn Drive, Suite 500, Addison, Texas 75001
Scott K. Billings	Senior Vice President and Treasurer	4450 Sojourn Drive, Suite 500, Addison, Texas 75001
George M. Daly	Senior Vice President	4450 Sojourn Drive, Suite 500, Addison, Texas 75001
David B. Snyder	Secretary, General Counsel and Vice President	4450 Sojourn Drive, Suite 500, Addison, Texas 75001

**DIRECTORS:**

<u>Directors Name</u>	<u>Business Address</u>
Thomas E. Mangold	4450 Sojourn Drive, Suite 500, Addison, Texas 75001
M. Sean McPadden	4450 Sojourn Drive, Suite 500, Addison, Texas 75001
Katherine C. Nolan	4450 Sojourn Drive, Suite 500, Addison, Texas 75001
Timothy A. Bienek	4450 Sojourn Drive, Suite 500, Addison, Texas 75001