

P96000014587

LA OFFICES OF
RUBINSTEIN AND KORNIK
A Professional Association

800 BRICKELL AVENUE
SUITE 1100
MIAMI, FLORIDA 33131
TELEPHONE (305) 371-6800
FACSIMILE (305) 371-5760
WATTS (800) 948-0722

FILED
96 FEB 13 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NINA ZUCKERMAN CHEPP
STACY SCHRACK GOLDSTEIN
STUART G. HONOWITZ
GARY H. KORNIK*
ROWENA D. KRICH
JEFFREY D. RUBINSTEIN

* ALSO ADMITTED IN PENNSYLVANIA AND NEW JERSEY

OF COUNSEL
JAMES M. FISHMAN
BRUCE JAY TOLAND

January 29, 1996

Bureau of Corporate Records
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

400000170251-1
-01/31/96--01037--010
***\$122.50 ***\$122.50

Re: AMERICAN RISK MANAGEMENT, INC.
Firm File No. 29065.024

Dear Sir or Madam:

With reference to the above-captioned corporation, please find enclosed one original and one copy of the Articles of Incorporation along with check, payable to the Secretary of State, in the amount of \$122.50, in payment of the following:

Filing Fee:	35.00
Certified Copy Fee:	52.50
Registered Agent Filing Fee:	35.00
Total:	\$122.50

Please return the certified copy of the Articles of Incorporation to the attention of the undersigned.

Thank you for your usual prompt assistance in this regard.

Very truly yours,

W96-2641
502

RUBINSTEIN AND KORNIK,
A Professional Association

Gladys Otero
GLADYS OTERO, LEGAL ASSISTANT

Enclosures

2-13-96
JA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 5, 1996

RUBINSTEIN AND KORNIK, P.A.
ATTN: GLADYS OTERO
800 BRICKELL AVENUE, SUITE 1100
MIAMI, FL 33131

SUBJECT: AMERICAN RISK MANAGEMENT, INC.
Ref. Number: W96000002641

We have received your document for AMERICAN RISK MANAGEMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 896A00004878

LAW OFFICES OF

RUBINSTEIN AND KORNIK

A Professional Association

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* ALSO ADMITTED IN PENNSYLVANIA AND NEW JERSEY

OF COUNSEL:
JAMES M. FISHMAN
BRUCE JAY TOLAND

February 12, 1996

Florida Department of State
Division of Corporations
P.O. box 6327
Tallahassee, Florida 32314

ATTN: Kathy Hyman

RE: INCORPORATION OF AMERICAN RISK MANAGEMENT
OF SOUTH FLORIDA, INC.
Firm File No. 29065.024

Dear Ms. Hyman

Pursuant to your correspondence dated February 5, 1996 (copy enclosed) with reference to the above-captioned corporation, please find enclosed one original and one copy of the Articles of Incorporation of American Risk Management of South Florida, Inc. As referenced in your correspondence, your office is holding the filing fees for the incorporation of American Risk Management of South Florida, Inc.

Please return the certified copy of the Articles of Incorporation to the attention of the undersigned.

Thank you for your usual prompt assistance in this regard.

Very truly yours,

RUBINSTEIN AND KORNIK,
A Professional Association


GLADYS OTERO, LEGAL ASSISTANT

Enclosures

FILED
96 FEB 13 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERICAN RISK MANAGEMENT OF SOUTH FLORIDA, INC.

The undersigned, natural persons competent to contract, hereby make, subscribe, acknowledge and adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of this corporation is: AMERICAN RISK MANAGEMENT OF SOUTH FLORIDA, INC.

The principal office and mailing address of this corporation is: 7900 Peters Road, Suite 200, Plantation, Florida 33324.

ARTICLE II CORPORATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 7,500. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 800 Brickell Avenue, Suite 1100, Miami, Florida 33131 and the name of the initial registered agent at that address is FLORIDA CORPORATE SERVICES, INC., a Florida corporation.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws. The name and address of the initial members of the Board of Directors of this corporation are:

Brian Adams
7900 Peters Road, Suite 200
Plantation, Florida 33324

Robert B. Colman
7900 Peters Road, Suite 200
Plantation, Florida 33324

ARTICLE VII - INCORPORATORS

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

Brian Adams
7900 Peters Road, Suite 200
Plantation, Florida 33324

Robert B. Colman
7900 Peters Road, Suite 200
Plantation, Florida 33324

ARTICLE VIII - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he shall be indemnified against all expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article VIII.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which

those seeking indemnification may be entitled under any by-law agreement, vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 26 day of January, 1996.

Brian Adams
Brian Adams

Robert B. Colman
Robert B. Colman

STATE OF FLORIDA)
COUNTY OF Bay) SS.:

The foregoing instrument was acknowledged before me this 26th day of January, 1996, by BRIAN ADAMS. He is personally known to me or who has produced Personally Known as identification.

Cheryl G. Johns
Printed Name: CHERYL G. JOHNS
NOTARY PUBLIC
My Commission Expires:

CHERYL G. JOHNS
State of Florida
My Comm. Exp. June 17, 1998
Comm. # CC 117573
7/20/99
#CC482412
 PERSONALLY KNOWN BY ME
 PRODUCED I.D.

STATE OF FLORIDA)
COUNTY OF Bay) SS.:

The foregoing instrument was acknowledged before me this 26th day of January, 1996, by ROBERT B. COLMAN. He is personally known to me or who has produced Personally Known as identification.

Cheryl G. Johns
Printed Name: CHERYL G. JOHNS
NOTARY PUBLIC
My Commission Expires:

CHERYL G. JOHNS
State of Florida
My Comm. Exp. June 17, 1998
Comm. # CC 117573
7/20/99
#CC482412
 PERSONALLY KNOWN BY ME
 PRODUCED I.D.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 and 607.0501 FLORIDA STATUTES, (1994, Supp.), as may be amended, the following is submitted:

That, AMERICAN RISK MANAGEMENT OF SOUTH FLORIDA, INC., desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 800 Brickell Avenue, Suite 1100, Miami, Florida 33131 and the name of the initial registered agent at that address is FLORIDA CORPORATE SERVICES, INC., a Florida corporation, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, FLORIDA CORPORATE SERVICES, INC., a Florida corporation, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of its duties.

FLORIDA CORPORATE SERVICES, INC.
a Florida corporation

BY:

Gary H. Kornik
GARY H. KORNIK
President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 26 day of January, 1996, by GARY H. KORNIK, as President of Florida Corporate Services, Inc., a Florida Corporation on behalf of the Corporation. He is personally known to me or who has produced Driver's license as identification.



GLADYS OTERO
My Comm Exp. 8/14/98
Bonded By Service Ins.
No. CC400202
(If Personally Known) (L) 10/16/95 L.D.

Gladys Otero
Printed Name: Gladys Otero
NOTARY PUBLIC
My Commission Expires: _____