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FOREIGN PROFIT/NONPROFIT CORPORATION

Marsh Intermediary Corp.

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November 20, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: MARSH INTERMEDIARY CORP.
REF: W06000050711

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An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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SECRETARY OF STATE
DIVISION OF CORPORATION

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Marsh Intermediary Corp.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-5872599
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. November 13, 2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Not applicable
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3200 Town Center Circle, Suite 470, Boca Raton, FL 33486
(Principal office address)

(Current mailing address)

8. Holding Company
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System
Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

By: ANN J. WILLIAMS
(Registered agent's signature) Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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Exhibit A

Directors of Marsh Intermediary Corp.

Frank Lazaran 7800 Crossopoint Boulevard, Indianapolis, IN 46256-3350
T. Scott King 5200 Town Center Circle, Ste. 470, Boca Raton, FL 33486
F. Dixon McElwee, Jr. 5200 Town Center Circle, Ste. 470, Boca Raton, FL 33486

Officers of Marsh Intermediary Corp.

Frank Lazaran – President and Chief Executive Officer
7800 Crossopoint Boulevard, Indianapolis, IN 46256-3350

Douglas Dougherty – Chief Financial Officer, Secretary and Treasurer
78800 Crossopoint Boulevard, Indianapolis, IN 46256-3350

T. Scott King – Vice President
5200 Town Center Circle, Ste. 470, Boca Raton, FL 33486

Gary Talarico – Vice President
5200 Town Center Circle, Ste. 470, Boca Raton, FL 33486

F. Dixon McElwee, Jr. – Vice President
5200 Town Center Circle, Ste. 470, Boca Raton, FL 33486

David Blechman – Vice President and Assistant Secretary
5200 Town Center Circle, Ste. 470, Boca Raton, FL 33486

Michael J. McConvery – Vice President and Assistant Secretary
5200 Town Center Circle, Ste. 470, Boca Raton, FL 33486

Mark Hajduch – Vice President and Assistant Secretary
5200 Town Center Circle, Ste. 470, Boca Raton, FL 33486

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DIVISION OF CORPORATIONS

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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARSH INTERMEDIARY CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF NOVEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



4249851 8300

061053105

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5203489

DATE: 11-16-06