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January 12, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

RE: RISK MANAGEMENT SPECIALISTS, INC.
OUR FILE NO.: 99-151JM

Dear Gentlemen:

Enclosed herein please find certificate of incorporation for Risk Management Specialists, Inc., together with our trust account check in the amount of \$78.75 to cover the filing fee. Please furnish the undersigned with a certified copy of same. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

Very truly yours,

JOHN J. MURPHY III, P.A.


JOHN J. MURPHY III, ESQ.
JJM/sca
Enclosures

FILED
00 JAN 19 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
RISK MANAGEMENT SPECIALISTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is Risk Management Specialists, Inc.

**ARTICLE TWO
PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 1176 Ginger Circle, Fort Lauderdale, Florida 33326.

**ARTICLE THREE
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To act as an agent for insurance companies in soliciting, procuring, receiving, and forwarding all applications for property and casualty, life and accident and health, credit life, and all kinds of insurance, together with the collection of premiums and the doing of such other business as may be designated to agents by insurance companies and to conduct a general insurance agency and insurance brokerage business, and to do any and all things incidental to the operation of an insurance agency which is not forbidden by statute or by these articles of incorporation.

2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the proceeding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

**ARTICLE FIVE
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is one hundred. Such shares shall be of a single class, and shall have no par value.

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 3880 Sheridan Street, Hollywood, Florida 33021-3634, and the name of its initial registered agent at such address, is John A. Kasbar & Company, Inc.

**ARTICLE SEVEN
DIRECTORS**

The number of directors constituting the corporation's initial board of directors is two. The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Stephen M. Tucker	1341 Ginger Circle, Fort Lauderdale, Florida 33326
Linda C. Jones	1176 Ginger Circle, Fort Lauderdale, Florida 33326

**ARTICLE EIGHT
INCORPORATORS**

The name and address of each incorporator is:

Name	Address
Stephen M. Tucker	1341 Ginger Circle, Fort Lauderdale, Florida 33326
Linda C. Jones	1176 Ginger Circle, Fort Lauderdale, Florida 33326

**ARTICLE NINE
NAMES AND ADDRESSES OF SUBSCRIBERS**

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

Stephen M. Tucker	1341 Ginger Circle Fort Lauderdale, Florida 33326	25 Shares
Linda C. Jones	1176 Ginger Circle Fort Lauderdale, Florida 33326	25 Shares

Executed by the undersigned on the 12th day of January, 2000 ~~December, 1999~~.

WITNESSES:

[Signature]

Printed Name Michelle Peña

[Signature]

Printed Name Sandra C. Atkinson

[Signature]

Printed Name John A. Hasbanc

[Signature]

Printed Name Sandra C. Atkinson

[Signature]

Stephen M. Tucker

[Signature]

Linda C. Jones

State of Florida
County of Broward

I hereby certify that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared before me, Stephen M. Tucker, who is personally known to me or produced FCDL as identification.

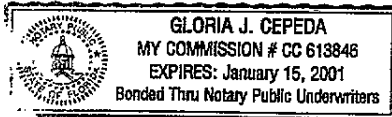
[Signature]
Notary Public



State of Florida
County of Broward

I hereby certify that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared before me, Linda C. Jones, who is personally known to me or produced FCDL as identification.

[Signature]
Notary Public



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

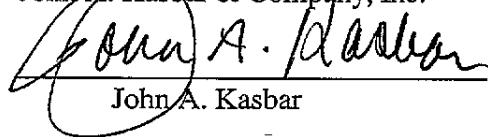
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TALLAHASSEE, FLORIDA

**PURSUANT TO THE PROVISIONS OF FS § 607.0501 or FS § 617.0501, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is Risk Management Specialists, Inc.
2. The name and address of the registered agent and office is John A. Kasbar & Company, Inc., 3880 Sheridan Street, Hollywood, Florida 33021-3634.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

John A. Kasbar & Company, Inc.


John A. Kasbar