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106 East College Avenue  
TALLAHASSEE, FL 32301  
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fax (850) 222-0103

Miami Office

Suite 409  
2999 NE 191<sup>st</sup> Street  
AVENTURA, FL 33180  
(305) 932-0996  
fax (305) 932-0972

Reply to: Tallahassee Office

Via Hand Delivery

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

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-04/04/00--01076--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Tigerquote.com Managing General Agency, Inc.  
Formation of Florida Corporation

Dear Division of Corporations:

I have enclosed for filing an original and a copy of the Articles of Incorporation for Tigerquote.com Managing General Agency, Inc. Also enclosed is a Certificate Designating Registered Agent and Registered Office.

Please file the Articles and Certificate, certify one copy, and provide a certificate of good standing. Our messenger will pick up the certified copy and certificate of good standing tomorrow afternoon.

I have enclosed a check in the amount of \$78.75 for the filing and certification fees.

Please call me if you have any questions. Thank you for your prompt assistance in this matter.

Very truly yours,

Junious D. Brown, III

Enclosures

FILED  
00 APR -4 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
00 APR -4 PM 2:48  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SMITH APR 05 2000

**ARTICLES OF INCORPORATION  
OF  
TIGERQUOTE.COM MANAGING  
GENERAL AGENCY, INC.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

FILED  
00 APR - 4 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
Name and Address**

The name of the Corporation shall be Tigerquote.com Managing General Agency, Inc. Its principal office shall be located at 2875 NE 191 Street, #400-A, Miami, Florida 33180.

**ARTICLE II  
Nature of Business**

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

**ARTICLE III  
Stock**

The authorized capital stock of the Corporation shall consist of 500 shares of a single class of Common Stock with par value of one cent (\$0.01) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV  
Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

Junious D. Brown III  
106 East College Avenue, Suite 1200  
Tallahassee, Florida 32301

**ARTICLE V**  
**Term of Corporate Existence**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI**  
**Address of Registered Office and Registered Agent**

The address of the initial registered office of the Corporation in the State of Florida shall be 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the above address is Travis L. Miller. The Board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

**ARTICLE VII**  
**Board of Directors**

The business of the Corporation shall be managed by a Board of Directors. The Board shall initially have two (2) seats. The size of the Board may be altered as provided in the Bylaws.

**ARTICLE VIII**  
**Initial Directors**

The initial Directors of the Corporation shall be: Bradley I. Meier and Reed J. Slogoff. The address of each is 2875 NE 191 Street, #400-A, Miami, Florida 33180.

**ARTICLE IX**  
**Transactions In Which Directors**  
**Or Officers Are Interested**

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

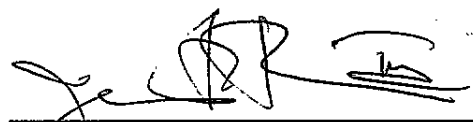
#### **ARTICLE X** **Indemnification of Directors and Officers**

The Corporation may indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

#### **ARTICLE XI** **Amendment**

These Articles of Incorporation may be amended only by an affirmative vote of a majority of all outstanding shares of voting stock of the Corporation, unless the vote of a larger majority is required by applicable law or by an agreement of the nature referred to in Article III of these Articles.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his hand and seal this 30<sup>th</sup> day of March, 2000.

  
\_\_\_\_\_  
Junious D. Brown III

STATE OF FLORIDA  
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Junious D. Brown III, for the purpose of lawfully executing these Articles of Incorporation, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 30<sup>th</sup> day of March, 2000.

Jessica Jae Ferreri  
Notary Public  
My commission expires:



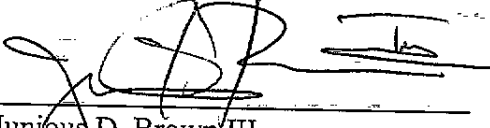
Jessica Jae Ferreri  
MY COMMISSION # CC670705 EXPIRES  
August 31, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

**TIGERQUOTE.COM MANAGING  
GENERAL AGENCY, INC.**

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

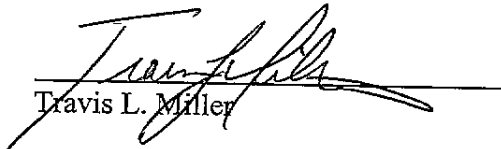
In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Tigerquote.com Managing General Agency, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301 as its initial Registered Office and has named Travis L. Miller, located at that address as its initial Registered Agent.

  
\_\_\_\_\_  
Junious D. Brown III  
Incorporator

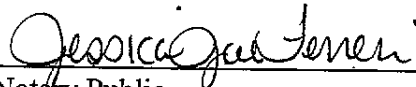
**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Tigerquote.com Managing General Agency, Inc. at the place designated in its Articles of Incorporation, the undersigned, Travis L. Miller, agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
Travis L. Miller

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing Acceptance of Registered Agent for Tigerquote.com Managing General Agency, Inc. was acknowledged before me this 30<sup>th</sup> day of March, 2000, by Travis L. Miller, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



Jessica Jae Ferreri  
MY COMMISSION # CG670705 EXPIRES  
August 31, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED  
00 APR -4 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA