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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 655044 8657A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 78.75

ORDER DATE : April 7, 2000

ORDER TIME : 2:12 PM

ORDER NO. : 655044-005

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CUSTOMER NO: 8657A

CUSTOMER: Ms. Stephanie O'dell
RAMSEY W. DULIN, ESQ
RAMSEY W. DULIN, ESQ
201 S. Orange Avenue, Ste 1090
Signature Plaza
Orlando, FL 32801

RECEIVED
00 APR -7 PM 3:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: PROGRAM SERVICES GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: PH 4/10/00

ARTICLES OF INCORPORATION
OF
PROGRAM SERVICES GROUP, INC.

The undersigned, for purposes of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be PROGRAM SERVICES GROUP, INC.

ARTICLE II
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III
PURPOSE

The purposes of the corporation are:

(a) To engage in the business of providing insurance program related services.

(b) To engage in and to transact any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1000) shares, all of which shall be common shares with a par value of one dollar ($1.00).

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 255 S. Orange Avenue, Suite 750, Orlando, Florida 32801. The name of the initial registered agent at such address is Michael H. Schmidt.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The initial principal place of business of the corporation shall be 255 S. Orange Avenue, Suite 750, Orlando, Florida 32801 until otherwise designated by the corporation.

ARTICLE VII
DIRECTORS

The Board of Directors of the corporation shall consist of at least one director and no more than five directors. The initial Board of Directors shall consist of two directors, whose names and addresses are set forth below:

Michael H. Schmidt	255 S. Orange Avenue, Ste., 750 Orlando, Florida 32801
John A. Wilson	255 S. Orange Avenue, Ste., 750 Orlando, Florida 32801

VIII
OFFICERS

The corporation shall have such officers as may be provided in the bylaws of the corporation, and such officers shall be determined in the manner provided in the bylaws, and shall perform their duties during their respective terms of office as may be provided in the bylaws of the corporation.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator of the corporation is as follows:

Michael H. Schmidt	255 S. Orange Avenue, Ste. 750 Orlando, Florida 32801

AMENDMENTS OF
ARTICLES OF INCORPORATION AND BYLAWS

The shareholders shall have the exclusive authority to make amendments to these Articles of Incorporation by majority vote of all outstanding shares; the Board of Directors shall have the authority to formulate and adopt the initial bylaws of the corporation, thereafter, the shareholders shall have the exclusive authority to amend the bylaws of the corporation by a majority vote of all outstanding shares.

IN WITNESS WHEREOF, I have subscribed my name this 6th day of April, 2000.

Michael H Schmidt
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a notary public, duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Michael H. Schmidt to me personally known or who produced ______________________ as identification to be the person who executed and subscribed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the purposes therein contained, and who did/did not take an oath.

WITNESS my hand and official seal in the county and state set forth above this 6th day of April, 2000.

Notary Public, State of Florida
Printed Name: Stephanie L. O'Dell

(Seal)

STEPHANIE L. O'DELL
MY COMMISSION # CC 797991
EXPIRES: January 2, 2003
Bonded Thru Notary Public Underwriters

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

PROGRAM SERVICES GROUP, INC., a Florida corporation, pursuant to Florida Statue §48.091, and its Articles of Incorporation, hereby designates Michael H. Schmidt, 255 S. Orange Avenue, Suite 750, Orlando, Florida 32801, as its registered agent and registered office for the service of process as required by law.

ACCEPTANCE

I, Michael H. Schmidt having been named in the foregoing designation of registered office and registered agent by PROGRAM SERVICES GROUP, INC., a Florida corporation, and being fully advised and apprised of the duties of a registered agent for the service of process as prescribed by Florida Statue §48.091, do hereby accept said designation, and agree to accept service of process as registered agent, to keep my office open during prescribed hours, to post my name in some conspicuous place in the office as required by law, and to otherwise comply with the obligations of a resident agent and to maintain a registered office as heretofore indicated.

Dated this 6th day of April, 2000.

Michael H. Schmidt

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