

TRANSMITTAL LETTER

P00000105923

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: RISK MANAGEMENT SERVICES OF FLORIDA, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

800003444298--7
-10/30/00--01131--020
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: RONALD G. BAKER, ESQ. - RUSSO & BAKER, P.A.
Name (Printed or typed)

2655 LEJEUNE ROAD, SUITE 201
Address

CORAL GABLES, FL 33134
City, State & Zip

305-476-8300
Daytime Telephone number

FILED
00 NOV 13 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

RB
11/14

W-26161



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 1, 2000

RONALD G BAKER ESQ
2655 LEJEUNE ROAD STE 201
CORAL GABLES, FL 33134

SUBJECT: RISK MANAGEMENT SERVICES OF FLORIDA, INC.
Ref. Number: W00000026161

We have received your document for RISK MANAGEMENT SERVICES OF FLORIDA, INC. and your check(s) totaling \$78.75. 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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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 (850) 487-6926.

Gina Bullock
Document Specialist

Letter Number: 100A00056706

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00 NOV 13 AM 8:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RMS RISK MANAGEMENT, INC.

The undersigned, acting as incorporator of a corporation under the laws of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is **RMS RISK MANAGEMENT, INC.**

ARTICLE II

This corporation is organized for the following purposes:

A. To act as agent, attorney-in-fact, factor, or broker on commission or otherwise, for insurance carriers of every nature (such to include without limitation governments or governmental authorities) offering casualty, life, property, liability, disability, health and accident, marine and/or any other type of insurance or reinsurance; to conduct the business of a general insurance agent, and to do any and all incidental acts thereto.

B. To do any and all lawful business.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of no par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he

already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE V

The amount of capital with which the corporation will begin business will be no less than \$500.

ARTICLE VI

The corporation is to have perpetual existence.

ARTICLE VII

The principal office of the corporation will be 8236-C Severn Drive, Boca Raton, FL 33433.

ARTICLE VIII

The initial street address of the initial registered office of the corporation will be 2655 LeJeune Road, Suite 201, Coral Gables, FL 33134, and the name of the initial registered agent of this corporation at that address is RONALD G. BAKER.

ARTICLE IX

The number of directors of the corporation will not be less than one.

ARTICLE X

The name and street address of the member of the first Board of Directors are:

LAWRENCE A. BAKER

8236-C Severn Drive
Boca Raton, FL 33433

ARTICLE XI

The name and street address of the person signing these Articles of Incorporation are as follows:

RONALD G. BAKER

2655 LeJeune Road,
Suite 201
Coral Gables, FL 33134

ARTICLE XII

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with Florida General Corporation Act or these Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall nevertheless, authorize and ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

I, the undersigned, being the original subscriber to these Articles of Incorporation, do hereby make, subscribe, acknowledge and file these Articles and certify that the facts stated herein are true and have hereunto set my hand and seal, this 7 day of Nov, 2000.



RONALD G. BAKER (SEAL)

FILED

00 NOV 13 AM 8:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

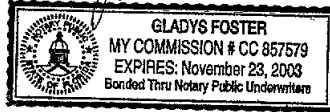
COUNTY OF MIAMI-DADE

BEFORE ME, on this day, personally appeared **RONALD G. BAKER**, the party to the foregoing Articles of Incorporation, who is **PERSONALLY KNOWN TO ME** and known to me to be the party to the foregoing Articles of Incorporation, and acknowledged the said Articles to be his free act and deed, and that the facts stated therein are truly set forth.

WITNESS my hand and official seal at Coral Gables, said County and State last aforesaid, this 8TH day of NOVEMBER, 2000.

Gladys Foster

Notary Public, State of Florida



Stamped Name of Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **RMS RISK MANAGEMENT, INC.**, at 2655 LeJeune Road, Suite 201, Coral Gables, FL 33134, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of all my duties.

Ronald G. Baker

RONALD G. BAKER, Registered Agent