POOOQQOIO 723 MCCONNAUGHHAY, DUFFY, COONROD, POPE & WEAVER, P.A.

YULRIC ABERCROMBIE JACQUELINE L. BLANTON TERLA. BUSSEY ELIZABETH F. CAMPO R. STEPHEN COONROD MICHAEL C. CRUMPLER RICHARD D. GSEREP HOLLY A. DAVIS BRANDICE D. DICKSON IRIS M. DUBOIS BRIANS DIFFY JOE G. DURRETT SUSAN L. FARA. H. LEE FUTCH JAMES GARRITY GREGORY C. HARRELL HEATHER L. HATCH KATHRYN L. HOOD TRACEY J. HYDE MARY E. INGLEY DEREK V. JAMES ROBERT A. KEETER JENNIFER F. LEVINE BETTY D. MARION SUSAN N. MARKS

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TELEPHONE: 850 - 222 - 8121 TELECOPIER: 850 - 222 - 4359 WEBSITE: www.mcconnaughhay.com

ADDITIONAL FLORIDA OFFICES
GAINESVILLE & JACKSONVILLE & OCALA
PANAMA CITY & PENSACOLA & SARASOTA

November 30, 2000

MARK A. MASSEY JAMES N. McCONNAUGHHAY JANA E. MoCONNAUGHEAY WM. JEMISON MIMS, JR. DION J. MONIZ SEAN AARON NELSON JULIE R. NIK SEAN S. O'CONNOR ROBERT D. POPE CHRISTOPHER V. PULEO KYLE L. REDFEARN JEFFREY R. RICHARDSON MICHAEL J. RUDICELL SHARON N. RUTH HALLEY M. STEPHENS E. LOUIS STERN SARAH MEYER STOKES DALE I STONE M. KEMMERLY THOMAS MARY LALLEY WAREMAN PATRICK E. WEAVER GARY S. WEISMAN CARLA C. WESTER TIMOTHY R. WHITNEY

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HAND DELIVERY

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

Subject: Global Risk Services, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$87.50 for the following:

\$ 35.00 Filing fee for Articles of Incorporation \$ 35.00 Designation of Registered Agent \$ 8.75 Certificate of Status \$ 8.75 Certified copy

Please provide a certified copy of the Articles of Incorporation and a certificate of status. If additional information is needed, please advise.

Sincerely,

mes N. McConnaughhay

SIGNED IN THE ABSENCE OF JAMES N. MCCONNAUGHHAY IN ORDER TO EXPEDITE

JNM:csj Enclosures

gali

ARTICLES OF INCORPORATION

OF

GLOBAL RISK SERVICES, INC.

OO NOV 30 AM 8: 20
SECRETALL ARGS SELEMENTS

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of the corporation is GLOBAL RISK SERVICES, INC.

ARTICLE II

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III

Purpose of Business

The purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Stock

The aggregate number of shares which the corporation is

authorized to issue is one hundred (100). Such shares shall be of a single class, and shall have 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 5951 Cattleridge Boulevard, Suite 200, Sarasota, Florida, 34232, and the name of its initial registered agent at such address is Andrew W. Olwert, III.

ARTICLE VI

Directors

The initial Board of Directors of the corporation shall consist of one director. The name and address of the person who is to serve as the member of the initial Board of Directors is as follows:

<u>Name</u>

Address

Andrew W. Olwert, III

7547 Silver Fern Sarasota, Florida 34241

ARTICLE VII

Director's Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or

invalidated by the fact that any Director of this corporation is a party to or interested in such contracts, acts or transactions, or any way connected with such person, persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE VIII

Incorporator

The name and address of the incorporator is:

Name

<u>Address</u>

Andrew W. Olwert, III

7547 Silver Fern Boulevard Sarasota, Florida 34241

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this <u>30</u> day of November, 2000.

ANDREW W. OLWERT, III

STATE OF FLORIDA

COUNTY OF ________

(SEAL)

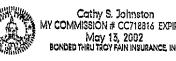
BEFORE ME, the undersigned authority, personally appeared ANDREW W. OLWERT, III, who is personally known to me and who did not take an oath, and he acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30 day of November, 2000.

NOTARY PUBLIC

STATE

My Commission Expires:



CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, 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: GLOBAL RISK SERVICES,

INC.

The name and address of the registered agent and office is: Andrew W. Olwert, III 5951 Cattleridge Boulevard, Suite 2001. Sarasota, Florida 34232 TITLE

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF CAPACITY. 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.