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Fax Number : (850)521-1030**RESUBMIT**Please give original  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 30, 2001

CORPORATION SERVICE COMPANY

SUBJECT: VISTA INSURANCE PARTNERS OF FLORIDA, INC.  
REF: W01000027351

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SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
VISTA INSURANCE PARTNERS OF FLORIDA, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE I

The name of the corporation is Vista Insurance Partners of Florida, Inc.

ARTICLE II

The street address and mailing address of the principal office of the corporation is 11300 U.S. Highway 1, Suite 400, North Palm Beach, Florida 33408-3296.

ARTICLE III

The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$0.01 each and are of the same class and are common shares.

ARTICLE IV

The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE V

The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. The names and addresses of the persons who shall serve as the initial directors of the corporation until their successors are duly elected and qualified are as follows:

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Name

C. Jeff Pan

Gary R. Griffith

Address1445 Ross Avenue  
Suite 4200  
Dallas, Texas 752021445 Ross Avenue  
Suite 4200  
Dallas, Texas 75202SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLE VI

The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

## ARTICLE VII

The duration of the corporation shall be perpetual.

## ARTICLE VIII

The initial bylaws of the corporation shall be adopted by its Board of Directors and the power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors.

## ARTICLE IX

The name and street address of the incorporator of the Corporation is Kari McWilliams, 200 Crescent Court, Suite 1500, Dallas, Texas 75201.

IN WITNESS WHEREOF, I have hereunto set my hand this 30<sup>th</sup> day of November, 2001.

  
Kari McWilliams

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relations to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

## CORPORATION SERVICE COMPANY

By: 

Title:

Date:

Brian Courtney  
as its agent

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