



PO1000114034

ACCOUNT NO. : 072100000032

REFERENCE : 533437 4301969

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
2001 DEC -3 PM 12:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : December 3, 2001

ORDER TIME : 10:59 AM

ORDER NO. : 533437-015

CUSTOMER NO: 4301969

CUSTOMER: Matthew Dundon, Esq
Rosenman & Colin LLP

575 Madison Avenue
20th Floor
New York, NY 10022-2585

RECEIVED
01 DEC -3 AM 11:32
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: CLARION INSURANCE AGENCY OF
AMERICA, INC.

EFFECTIVE DATE:

300004701993--7

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

JW 12/3/01

Articles of Incorporation of Clarion Insurance Agency of America, Inc.

FILED

Article I: the name of this corporation is Clarion Insurance Agency of America, Inc. (the "Corporation").

2001 DEC -3 PM 12: 16

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article II: The principal place of business and mailing address of the Corporation is 1820 North University Drive, Plantation, Florida, 33322.

Article III: The purposes of the Corporation are: to manage all or any part of the business of one or more insurance or reinsurance concerns, individual or corporate, domestic, foreign or alien; to act as agent, special agent, managing general agent, broker or adjuster of, or adviser or consultant of any kind to any such insurance concern, provided that any and all powers to manage or conduct the business or affairs of any corporate insurer shall be subject to the supervision and control of the board of directors of such corporate insurer; to investigate and report with respect to and to undertake, carry on, assist or participate in the management, liquidation, reorganization or consolidation of any such insurance or reinsurance concerns; to conduct agencies for the placing and writing of property-casualty insurance of all kinds; to engage in the reinsurance brokerage business and to act as intermediary, consultant, and/or in any other capacity in connection with such business; to conduct a general insurance agency and brokerage business; to engage in the excess or surplus lines insurance brokerage business; to engage in the general insurance brokerage business; to act as agent for bonding, surety and title guaranty companies; to investigate and report upon the cause and extent of insured losses; to adjust, and to act as agent in the payment of same; to carry on the business of independent insurance adjusters and third party administrators in all lines and classes of insurance and in such capacity to act on behalf of insurance companies; to engage in the investigation of insurance claims of any kind or class, and in the investigation of any matters in the insurance business on behalf of insurance companies; to carry on the business of salvage in connection with the foregoing to adjust insurance claims of every class; to render advisory, supervisory, managerial, administrative or other similar services as to all matters relating to insurance, reinsurance, self-insurance, and risk management; to engage in the general business of survey work, risk inspection, credit, personal and commercial risk investigation on behalf of insurance companies; and to do any and all things incidental to or suitable for the complete accomplishment of the foregoing purposes.

Additionally, the purposes of the Corporation shall include to purchase, own, and hold the stock of other corporations, including, but not limited to, corporations engaged in the insurance business, including insurers, reinsurers, agents, managers and/or brokers, and intermediaries, and to direct the operations of such corporations through ownership of stock therein; to purchase, subscribe for, acquire, hold, own, sell, exchange, assign, transfer, create a security interest in, pledge, and otherwise dispose of shares of capital stock, or of any bonds, notes securities, or evidences of indebtedness created by any other corporations organized under the laws of this State of any other state or by the United States or any other country or of any state, district, territory, dependency, country, municipality or subdivision thereof; to exercise all the rights, powers and privileges of ownership, including the right to vote any shares of stock so owned; to promote, lend money to, and guaranty the dividends, stocks, bonds, notes, evidences of indebtedness, contracts or other obligations of any corporation of which any bonds, stocks, or other securities or evidences of indebtedness shall be held by or for the Corporation, or in which the Corporation shall have any interest, and to do any acts and things permitted by law and designed to protect, preserve, improve, or enhance the value of such bonds, stock, or other securities or evidences of indebtedness or the property of the Corporation.

Article IV: The Corporation is authorized to issue one hundred (100) shares of stock, par value \$0.01 per share, to such subscribers or acquirers and in one or more series with such rights and preferences, as the directors of the Corporation (the "Directors") may determine from time to time.

Article V: The initial Directors shall be Lawrence Kaplan, Peter Riebling, and Linda Burton; successor or additional Directors shall be elected as provided for in by-laws of the Corporation, or as provided for in the Florida Business Corporation Act (the "Act") if not provided for in any by-law or amendment to these Articles.

Article VI: No Director shall be personally liable to the Corporation or its shareholders for damages for any breach of duty as a director; provided, however, that nothing in this Article VI shall eliminate or limit the liability of any director if a judgment or other final adjudication adverse to him establishes that his acts or omissions were in bad faith or involved intentional misconduct or knowing violation of law or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled or that his acts violated Section 607.0831 of the Act (including violations of other sections of the Act which are expressly included in Section 607.0831).

Article VII: The Corporation shall (with respect to each Director) and may in its discretion (with respect to any person not a Director), in each case, to the greatest extent permitted by Section 607.0850 of the Act, indemnify and hold harmless each director and officer of the Corporation from any liability to or damage caused by any person arising out of such indemnified person's acts on behalf of the Corporation or in an official capacity within the Corporation.

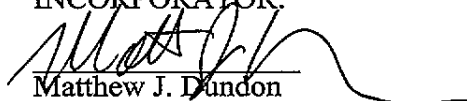
Article VIII: The registered agent of the Corporation is Corporation Service Company, 1201 Hays Street, Tallahassee FL 32301.

Article IX: The incorporator of the Corporation is Matthew J. Dundon, 575 Madison Avenue, 11th Floor, New York, NY 10022.

Article X: These Articles shall be effective upon their filing by the Florida Department of State.

Executed this 29th day of November, 2001:

INCORPORATOR:


Matthew J. Dundon

REGISTERED AGENT for Clarion Insurance Agency of America, Inc.:

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Corporation Service Company

By: 

Printed Name:

Brian Courtney
as its agent

Title:

2001 DEC -3 PM12:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED