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November 13, 2002

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

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

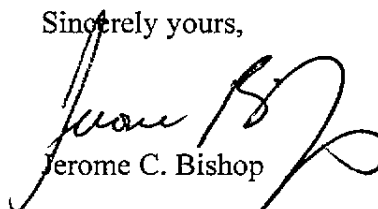
Re: Pivotal Risk Management, Inc.

Dear Sir or Madam:

Enclosed please find incorporation documents for Pivotal Risk Management, Inc. The documents include an original and one copy of the Articles of Incorporation as well as the required Transmittal Letter. In addition, enclosed please find a check covering the filing fee of \$87.50.

If you have any questions or concerns, please do not hesitate to contact me.

Sincerely yours,


Jerome C. Bishop

JCB/

Enclosures

cc: Ross E. Wales, Esq. (w/o encl.)
Dawn R. Landers, Esq. (w/o encl.)

**ARTICLES OF INCORPORATION
OF
Pivotal Risk Management, Inc.**

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TALLAHASSEE FLORIDA

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

ARTICLE I – NAME

The name of this corporation is **Pivotal Risk Management, Inc.**, and its street address is 260 Wekiva Springs Road, Longwood, FL 32779-3606.

ARTICLE II – DURATION

This corporation shall exist perpetually.

ARTICLE III – PURPOSE

This corporation shall engage in any activities or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV – CAPITAL STOCK

This corporation shall be authorized to issue one thousand (1000) shares, one cent (\$0.01) par value common stock.

ARTICLE V – NO PREEMPTIVE RIGHTS

No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been required and if there reissue is not prohibited, and any and all of such rights and options may be

granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said shareholder.

ARTICLE VI – REGISTERED AGENT

The street address of the initial registered office of this corporation is 260 Wekiva Springs Road, Longwood, Florida 32779. The name of the registered agent of this corporation at the address listed above is D. Gene Roberts.

VII – DIRECTORS

The name and address of the initial director of the corporation is:

D. Gene Roberts	260 Wekiva Springs Road Longwood, Florida 32779
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The number of directors may be increased or diminished from time to time in accordance with the bylaws adopted by the shareholders.

VIII – INCORPORATORS

The name and address of the person signing these articles of incorporation is:

D. Gene Roberts	260 Wekiva Springs Road Longwood, Florida 32779
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IX – AMENDMENT

The shareholders may amend these Articles of Incorporation (the "Articles") at a meeting held for that purpose by the affirmative vote of the holders of shares entitled under these Articles to exercise a majority of the voting power of this Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of November, 2002.

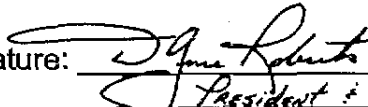


Incorporator

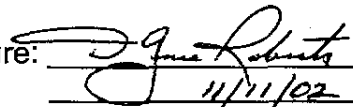
CERTIFICATE

**DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED**

In compliance with section 48.091 of the Florida Business Code, the following is submitted: **Pivotal Risk Management, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with the principal place of business at 260 Wekiva Springs Road, Longwood, Florida 32779, has named D. Gene Roberts as its resident agent to accept service of process within Florida.

Signature: 
Title: President & CEO
Date: 11/11/02

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated above, 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 relating to the proper and complete performance of my duties.

Signature: 
Date: 11/11/02

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