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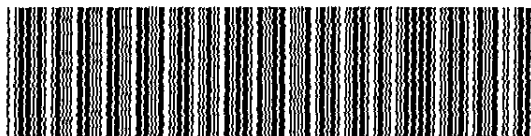
(Business Entity Name)

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03 JUL 18 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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✓  
7/18

**ARNSTEIN & LEHR**

515 NORTH FLAGLER DRIVE - SIXTH FLOOR  
WEST PALM BEACH, FLORIDA 33401-4323

(561) 833-9800

FAX (561) 655-5551

FOUNDED 1893

**Eric A. Gordon**  
(561) 650-8464  
eagordon@arnstein.com

BOCA RATON, FLORIDA

CHICAGO, ILLINOIS

HOFFMAN ESTATES, ILLINOIS

MIAMI, FLORIDA

MILWAUKEE, WISCONSIN

July 16, 2003

**VIA FEDERAL EXPRESS**

Corporate Records Bureau  
Division of Corporations  
Department of State  
407 East Gaines Street  
Tallahassee, FL 32399

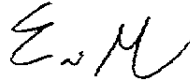
**Re: CMG Risk Management, Inc. d/b/a All Cars Insurance  
General Corporate Matters  
Our File No.: 21186-0001**

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation of CMG Risk Management, Inc., along with a check in the amount of \$87.50 for the cost of the filing the Articles of Incorporation and providing us with a certified copy. Please process this information as soon as possible.

If you have any questions, please feel free to contact me at the above number.

Very truly yours,



Eric A. Gordon

EAG/pm  
Enclosures  
147739\_1

**ARTICLES OF INCORPORATION**

**OF**

**CMG RISK MANAGEMENT, INC.**

**FILED**

**03 JUL 18 AM 9:16**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be CMG RISK MANAGEMENT, INC., having as its initial corporate mailing address:

1274 North Military Trail  
West Palm Beach, FL 33409

**ARTICLE II - DURATION**

This corporation shall be perpetual in existence unless sooner dissolved according to law.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

**ARTICLE IV - CAPITAL STOCK**

The authorized capital stock of the corporation shall be Three Thousand (3,000) shares common stock.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

#### **ARTICLE V - REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 515 North Flagler Drive, Suite 600, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is Eric A. Gordon. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have an initial Board of Directors of three (3). The number of directors may be either increased or diminished from time to time but the number shall, subject to ARTICLE IX below, never be less than one (1) nor more than five (5). The names and addresses of the initial directors of this corporation are:

Peter Steiner  
7234 Windy Preserve  
Lake Worth, FL 33467

Eric Targan  
701 7th Lane  
Lake Worth, FL 33463

Frank Lazzara  
7415 Woodland Creek Boulevard  
Lake Worth, FL 33467

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Eric A. Gordon, Esq.  
515 North Flagler Drive, Sixth Floor  
West Palm Beach, Florida 33401

### ARTICLE VIII - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

### ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this

16th day of July, 2003.

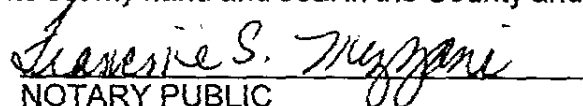


Eric A. Gordon

STATE OF FLORIDA            )  
  )SS:  
COUNTY OF PALM BEACH    )

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned authority, Eric A. Gordon, to me well known and known to me to be the person named in and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 16 day of July, 2003.



NOTARY PUBLIC

FRANCINE S. MEZZONI

(Type or Print Name)

State of Florida at Large

My Commission expires: 9-1-2005  
Commission Number: 00039970



Francine Sandra Mezzoni  
MY COMMISSION # 00039970 EXPIRES  
September 1, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

\_\_\_\_\_  
In pursuant of Florida Statutes the following is submitted:

First -- That CMG RISK MANAGEMENT, INC., has named Eric A. Gordon, who is located at Arnstein & Lehr, 515 North Flagler Drive, Sixth Floor, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Eric A. Gordon  
Eric A. Gordon

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FILED  
03 JUL 18 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA