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Page 1 of

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**FLORIDA PROFIT CORPORATION OR P.A.**

**EB Holding, Inc.**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 1, 2003

LEBOEUF, LAMB, GREENE & MACRAE

SUBJECT: EB HOLDING, INC.  
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P.03

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**ARTICLES OF INCORPORATION  
OF  
EB REINSURANCE HOLDING, INC.**

**ARTICLE I**

**Name and Duration**

The name of the Corporation is EB Reinsurance Holding, Inc. The duration of the Corporation is perpetual.

**ARTICLE II**

**Principal Office**

The address of the principal office and mailing address of the Corporation in the State of Florida is 8100 Nations Way, Jacksonville, Florida 32256.

**ARTICLE III**

**Initial Registered Office and Agent**

The street address of the initial registered office in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324 in the County of Broward. The name of the initial registered agent at such address is CT Corporation System.

**ARTICLE IV**

**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Act.

**ARTICLE V**

**Capital Stock**

The total number of shares of capital stock which the Corporation has the authority to issue is one thousand (1,000) shares of Common Stock, \$.001 par value per share.

ARTICLE VIIncorporator

The name and address of the incorporator is Thomas A. Hajda, 8100 Nations Way, Jacksonville, Florida 32256.

ARTICLE VIIInitial Board of Directors

The number of directors constituting the initial Board of Directors of this Corporation shall be two (2) and the name and address of such persons who are to serve as members thereof are:

<u>Name</u>	<u>Address</u>
Gary A. Meeks	8100 Nations Way Jacksonville, Florida 32256
Patrick J. McEnemey	8100 Nations Way Jacksonville, Florida 32256

ARTICLE VIIIAmendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IXBylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XIndemnification

The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

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P.05

P. 04

#### ARTICLE XI

##### Restrictions on Transfer of Stock

The shareholders may, by Bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this Corporation as they may deem necessary or advisable.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of September, 2003.

  
\_\_\_\_\_  
Thomas A. Hajda, Incorporator

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### REGISTERED AGENT AND OFFICE

In compliance with Section 48.091, Florida Statutes, the following is submitted:

The street address of the initial registered office of this Corporation is 1200 South Pine Island Road, Plantation, FL 33324 and the name of its initial registered agent at such address is CT Corporation System.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, CT Corporation System hereby agrees to act in this capacity, and CT Corporation System further agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties.

CT CORPORATION SYSTEM

PETER F. SOUZA  
REGISTERED SECRETARY

October 30, 2003  
Date

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TALLAHASSEE, FLORIDA

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