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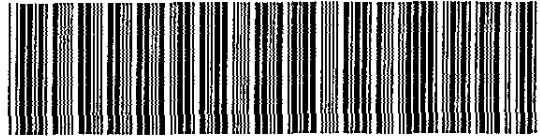
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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MULLIN &  
GALLOWAY, P.A.**

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Kimberly S. Brizendine  
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Our File No. 1142.9000

December 4, 2003

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

Re: Hayes & Rogan Insurance Placement Specialists Inc.

Dear Sirs and Madam:

Enclosed please find the original Articles of Incorporation and the Acceptance of Registered Agent of Hayes & Rogan Insurance Placement Specialists Inc., referenced above, along with a \$96.25 check for the cost of filing, the registered agent designation and for the cost of three certified copies.

Please process this at your earliest opportunity and send the 3 certified copies to me in the self-addressed stamped envelope provided.

If you have any questions regarding the above-referenced matter, please do not hesitate to contact me.

Cordially,



Kimberly S. Brizendine  
Paralegal

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**HAYES & ROGAN INSURANCE PLACEMENT SPECIALISTS, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the Corporation ("Corporation") is **HAYES & ROGAN INSURANCE PLACEMENT SPECIALISTS, INC.**

**ARTICLE II**

The street address of the principal office of the Corporation is 140 S. University Drive, Plantation, FL 33324.

**ARTICLE III**

The maximum number of shares this Corporation is authorized to issue is 1000, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE IV**

The initial street address of the Corporation's registered office is 1700 East Las Olas Boulevard, PH-1, Fort Lauderdale, FL 33301. The initial registered agent for the Corporation at that address is Amy J. Galloway.

**ARTICLE V**

The initial board of directors shall consist of one (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

<b>Name</b>	<b>Address</b>
Thomas B. Rogan, Jr.	140 S. University Drive, Plantation, FL 33324

## ARTICLE VI

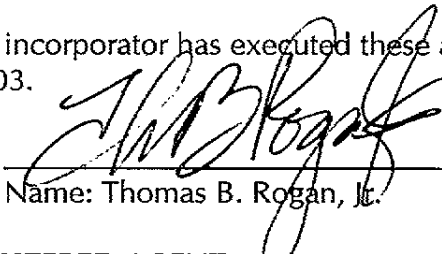
The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Thomas B. Rogan, Jr.	140 S. University Drive, Plantation, FL 33324

## ARTICLE VII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 24 day of November, 2003.

  
Name: Thomas B. Rogan, Jr.

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **HAYES & ROGAN INSURANCE PLACEMENT SPECIALISTS, INC.** at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Name: Amy J. Galloway

Date: December 1, 2003