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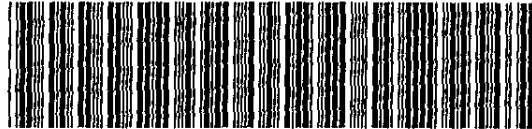
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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... \*\*78.75

Vertical stamp or text on the right side of the page.

Handwritten signature or mark at the bottom right corner.

LAW OFFICES  
GARY R. SASLAW, P.A.  
20801 BISCAYNE BOULEVARD  
SUITE 304  
AVENTURA, FLORIDA 33180-1422

GARY R. SASLAW  
OF COUNSEL  
WILLIAM J. SEGAL

(305) 682-0200  
FAX (305) 682-1800  
E-MAIL: GSAZ2@AOL.COM

July 12, 2004

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Workers' Compensation Premium Solutions, Inc.

Gentlemen:

Please find enclosed 2 executed originals of the Articles of Incorporation of Workers' Compensation Premium Solutions, Inc. I have also enclosed a check in the amount of \$78.75 to cover the following:

Filing Articles of Incorporation . . . . .	\$ 35.00
Designation of Registered Agent . . . . .	8.75
Certified Copy Fee . . . . .	<u>35.00</u>
TOTAL . . . . .	\$78.75

Please return a certified copy of the Articles of Incorporation in the envelope provided for your convenience. If you should have any questions, please feel free to contact me.

Sincerely yours,

GARY R. SASLAW, P.A.

Gary Saslaw

ckl:gs

Enclosures

Copy to: James F. Fee, Jr., Vice-President

ARTICLES OF INCORPORATION  
OF  
WORKERS' COMPENSATION PREMIUM SOLUTIONS, INC.

ARTICLE 1

Name

The name of this Corporation shall be Workers' Compensation Premium Solutions, Inc.

ARTICLE 2

Principal Office

The principal place of business and mailing address of the corporation shall be 28 West Flagler Street, Suite 1012, Miami, Florida 33130.

ARTICLE 3

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4

Capital Stock

The authorized capital stock, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
10,000	\$1.00	Voting Common

ARTICLE 5

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share

thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE 6**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 28 West Flagler Street, Suite 1012, Miami, Florida 33130, and the name of the initial registered agent of this Corporation at that address is James F. Fee, Jr.

**ARTICLE 7**

**Initial Board of Directors**

The names and addresses of the initial directors of this Corporation are:

Richard E. Chait  
28 West Flagler Street, Suite 1012  
Miami, Florida 33130

James F. Fee, Jr.  
28 West Flagler Street, Suite 1012  
Miami, Florida 33130

The number of directors may be either increased or diminished from time to time as provided for by the By-Laws but shall never be less than one.

**ARTICLE 8**

**Incorporator/Subscriber**

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

Richard E. Chait  
28 West Flagler Street, Suite 1012  
Miami, Florida 33130

James F. Fee, Jr.  
28 West Flagler Street, Suite 1012  
Miami, Florida 33130

**ARTICLE 9**

**By-Laws**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE 10**

**Indemnification**

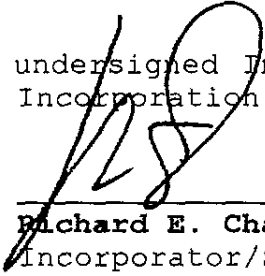
The Corporation shall indemnify, or advance expense to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation; and further provided that, in all cases, such person acted in good faith and in a manner in which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. The foregoing is subject to and shall not limited any rights granted to the Corporation by the Florida General Corporation Act.


**ARTICLE 11**

**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 WHEREOF**, the undersigned Incorporator/Subscriber has executed these Articles of Incorporation this 8<sup>th</sup> day of July, 2004.

  
\_\_\_\_\_  
Richard E. Chait,  
Incorporator/Subscriber

  
\_\_\_\_\_  
James F. Fee, Jr.,  
Incorporator/Subscriber

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: July 8, 2004

  
\_\_\_\_\_  
James F. Fee, Jr., Registered Agent