

DEC 08-2004 15:52

CT CORPORATION

P.01/004

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 DEC -9 AM 8:20

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FLORIDA PROFIT CORPORATION OR P.A.

Fed USA Franchising, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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12/11

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

Fed USA Franchising, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

4450 Sojourn Drive, Suite 500, Addison, Texas 75001

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The purpose for which the corporation is organized is to provide the operation of franchised retail insurance stores and services.

ARTICLE IV SHARES

The number of shares of stock is:

1000 shares common stock. Par value is \$0.01.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

See attached

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

David B. Snyder, 4450 Sojourn Drive, Suite 500, Addison, Texas 75001

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

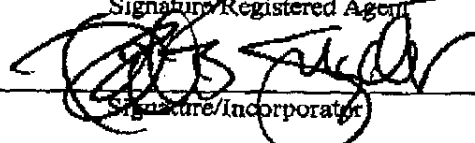


Signature/Registered Agent

Michael E. Jones
Assistant Secretary

12/9/04

Date



Signature/Incorporator

12/8/04

Date

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DEC-09-2004 15:53

CT CORPORATION

P.03/04

CONSENT TO USE OF NAME

Fed USA, Inc. a corporation organized under the laws of the state of Florida, hereby consents to the use of the name Fed USA Franchising, Inc. in the State of Florida.

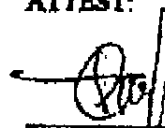
IN WITNESS WHEREOF, the said Fed USA, Inc. has caused this consent to be executed by Jose E. Merille, its President and attested by TANIA DE LA CRUZ (NAME), its FRANCHISE OPS MANAGER (TITLE), this 8 day of DECEMBER 2004.

FED USA, INC.

BY:


Name: Jose E. Merille
Title: President

ATTEST:


Name: TANIA DE LA CRUZ
Title: FRANCHISE OPERATIONS MANAGER

Fed USA Franchising, Inc.**OFFICERS:**

<u>Officers Name</u>	<u>Title of Officer</u>	<u>Business Address</u>
Thomas E. Mangold	Chief Executive Officer and President	4450 Sojourn Drive, Suite 500, Addison, Texas 75001
M. Sean McPadden	Executive Vice President	4450 Sojourn Drive, Suite 500, Addison, Texas 75001
Katherine C. Nolan	Executive Vice President	4450 Sojourn Drive, Suite 500, Addison, Texas 75001
Timothy A. Bienek	Executive Vice President and Chief Financial Officer	4450 Sojourn Drive, Suite 500, Addison, Texas 75001
Scott K. Billings	Senior Vice President and Treasurer	4450 Sojourn Drive, Suite 500, Addison, Texas 75001
George M. Daly	Senior Vice President	4450 Sojourn Drive, Suite 500, Addison, Texas 75001
David B. Snyder	Secretary, General Counsel and Vice President	4450 Sojourn Drive, Suite 500, Addison, Texas 75001

DIRECTORS:

<u>Directors Name</u>	<u>Business Address</u>
Thomas E. Mangold	4450 Sojourn Drive, Suite 500, Addison, Texas 75001
M. Sean McPadden	4450 Sojourn Drive, Suite 500, Addison, Texas 75001
Katherine C. Nolan	4450 Sojourn Drive, Suite 500, Addison, Texas 75001
Timothy A. Bienek	4450 Sojourn Drive, Suite 500, Addison, Texas 75001