

To: FL Dept. of State
Subject: 000177.48537

From: Katie Wonsch

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P06000002943

Florida Department of State
Division of Corporations
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Account Name : CORPDIRECT AGENTS, INC.
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FLORIDA PROFIT/NON PROFIT CORPORATION

NATIONAL PHYSICIANS LEGAL EXPENSE COMPANY

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
NATIONAL PHYSICIANS LEGAL EXPENSE COMPANY**

The undersigned Incorporator hereby forms a corporation under the Florida Business Corporation Act (Florida Statutes, Chapter 607) and hereby adopts the following:

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First. Corporate Name.

The name of the Corporation (the "Corporation") is:

NATIONAL PHYSICIANS LEGAL EXPENSE COMPANY

Second. Mailing Address of Corporation.

The principal office and mailing address of the Corporation shall be c/o Gary C. Matzner, 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131.

Third. Nature of Business

The general nature of the business to be transacted by the Corporation is to conduct any and all lawful activities or business permitted under the laws of the United States of America and the State of Florida (and in particular, without limitation, Chapter 607 of the Florida Statutes, entitled the Florida Business Corporation Act.

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Fourth. Capital Stock.

The aggregate number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time is One Million (1,000,000) shares of common stock having a par value of \$.001 per share.

Fifth. Term of Existence.

The Corporation shall have perpetual existence.

Sixth. Initial Registered Office and Registered Agent.

The Corporation's initial registered agent shall be Gary C. Matzner, and the street address of the initial registered office of the Corporation in the State of Florida is c/o McDermott Will & Emery LLP, 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131.

Seventh. Incorporator.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Gary C. Matzner, c/o McDermott Will & Emery LLP, 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131.

Eighth. Amendment.

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

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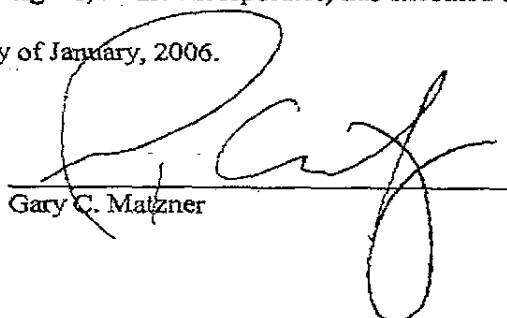
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Ninth. Indemnification.

Except as may otherwise be provided in the Bylaws of the Corporation, the Corporation shall indemnify its incorporator, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of this 6th day of January, 2006.



Gary C. Matzner

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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Gary C. Matzner
Registered Agent

Dated: January 6, 2006

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