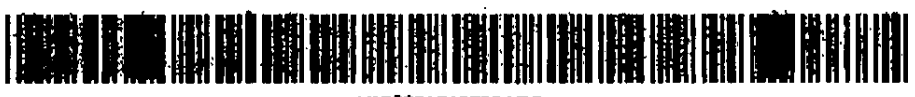


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DISSOLUTION OR WITHDRAWAL
AMERICAN PEO INSURER, INC.

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**ARTICLES OF DISSOLUTION
OF
AMERICAN PEO INSURER, INC.**

Pursuant to § 607.1403, Florida Statutes, this corporation submits the following Articles of Dissolution.

FIRST: The name of this corporation is American PEO Insurer, Inc.

SECOND: Dissolution of the corporation was authorized the 1st day of May, 2012, pursuant to Section 607.1402.

THIRD: Dissolution was approved by the sole shareholder. The number of votes cast for dissolution was sufficient for approval.

FOURTH: The effective date of the dissolution is the 1st day of May, 2012.

Signed this 12th day of July, 2012.

AMERICAN PEO INSURER, INC.

By Ted R. Ostrander, Jr.
Ted R. Ostrander, Jr., President

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