

Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

Ikon US, Inc.

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DIVISION OF CORPORATION

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March 10, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SUBJECT: IKON US, INC.
REF: W08000012430

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Claretha Golden
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FAX Aud. #: H08000055007
Letter Number: 308A00014552

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:

Ikon US, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

27356 Golf Course Loop
Wesley Chapel, FL 33544

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To operate as an insurance agency; to sell, distribute and service insurance products; to transact any lawful business for which a corporation may be incorporated.

ARTICLE IV SHARES

The number of shares of stock is:

The corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value per share.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

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

Omar Haedo, President, Treasurer and Director
Felix Garcia, Vice President, Secretary and Director
Robert S. Zuccaro, Director
Malika S. Hinkson, Vice President
Lori M. Lieser, Vice President
Miriam I. Katz, Assistant Secretary

270 Muñoz Rivera Ave. PH-1, San Juan, PR 00918
270 Muñoz Rivera Ave. PH-1, San Juan, PR 00918
787 Seventh Avenue, 11th Floor, New York, NY 10019
787 Seventh Avenue, 11th Floor, New York, NY 10019
500 West Madison Street, Suite 2400, Chicago, IL 60661
787 Seventh Avenue, 11th Floor, New York, NY 10019

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TALLAHASSEE, FLORIDA

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:

Daniel Yi
c/o National Financial Partners Corp.
787 Seventh Avenue, 11th Floor
New York, NY 10019

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.

C T Corporation System

Connie Bryan

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Signature/Registered Agent

Date

February 29, 2008

Signature/Incorporator

Date

Daniel Yi

ATTACHMENT TO
ARTICLES OF INCORPORATION
OF
IKON US, INC.

ARTICLE VIII

BOARD OF DIRECTORS

The number of directors of the Corporation shall be such as from time to time shall be fixed in the manner provided in the By-Laws of the Corporation. The election of directors of the Corporation need not be by ballot unless the By-Laws so require.

ARTICLE IX

INDEMNIFICATION AND LIMITATION OF DIRECTOR LIABILITY

The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act, as the same may be from time to time amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under the Florida Business Corporation Act from and against any and all of the expenses, liabilities or other matters referred to in or covered by the Florida Business Corporation Act, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-law, resolution of shareholders, resolution of directors, agreement or otherwise, as permitted by the Florida Business Corporation Act, as to action in any capacity in which he served at the request of the Corporation.

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit. If the Florida Business Corporation Act is amended after the date of incorporation of the Corporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed to be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X

AMENDMENTS

The Corporation reserves the right to amend this Articles of Incorporation in any manner permitted by Florida Law and all rights and powers conferred upon stockholders, directors and officers herein are subject to this reservation.

ARTICLE XI

POWERS OF THE COURTS

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Florida may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of the Florida Business Corporation Act or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Florida Business Corporation Act order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree on any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.