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1/03/96 FLORIDA DIVISION OF CORPORATIONS
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STATE OF FLORIDA SUITE 312
409 EAST GAINES STREET MIAMI BEACH FL 33139-0000
TALLAHASSEE, FL 32399 CONTACT: JOHNNY C RODRIGUEZ
FAX: (904) 922-4000 PHONE: (305) 672-0686
FAX: (305) 672-9110
(((H96000000146))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SCHEPPS-LIEBEMAN, INC.
FAX AUDIT NUMBER: H96000000146 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/03/1996 TIME REQUESTED: 16:26:35
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
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1-2-96

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95 JAN -4 AM 9:18
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FROM : AUGUST COMITER KULUMAS SCHEPPS

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JAN. 3. 1996 9:44AM P 3
PHONE NO. : 4078359600

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TALLAHASSEE, FLORIDA

H96000000146

ARTICLES OF INCORPORATION
OF
SCHEPPS-LIEBERMAN, INC.

EFFECTIVE DATE

1-2-96

Article I. Name

The name of this Florida corporation is Schepps-Lieberman, Inc. (the "Corporation").

Article II. Address

The mailing address of the Corporation is 150 South Andrews Avenue, Pompano Beach, Florida 33065.

Article III. Capital Stock

The Corporation shall have the authority to issue 500 shares of common stock, par value zero per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is Alvin Schepps, 150 South Andrews Avenue, Pompano Beach, Florida 33065.

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the By-laws of the Corporation. The election of directors shall be done in accordance with the By-laws. The directors shall be protected from personal liability to the fullest extent permitted by law.

Article VI. Incorporator

The name and address of the incorporator is Mitchell D. Schepps, Esq., 250 Australian Avenue South, Suite 1100, West Palm Beach, Florida 33401.

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of January 2, 1996.

H96000000146

Mitchell D. Schepps
August, Comiter, Kulumas & Schepps, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach, FL 33401
407-835-9600

FROM : AUGUST COMITER KILLINGS SCHEPPS

JAN. 3. 1996 9:45AM P. 4
PHONE NO. : 4070359632

H96000000146

The authorized representative of the incorporator executed these Articles of Incorporation on January 3, 1996.


MITCHELL D. SCHEPPS, ESQ.
Incorporator

H96000000146

FROM : AUGUST COMPUTER KILLING SCHEPPS

JAN. 3. 1996 9:46AM P. 5
PAGE NO. 1 4070359602

H96000000146

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION: SCHEPPS-LIEBERMAN, INC.

REGISTERED AGENT: Alvin Schepps
150 South Andrews Avenue
Pompano Beach, FL 33065

I agree to act as registered agent to accept service of process for the Corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the Registered Agent duties. I am familiar with and accept the obligations of the Registered Agent position.

Dated: January 3, 1996.



ALVIN SCHEPPS
Registered Agent

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95 JAN -4 PM 9:18
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TALLAHASSEE, FLORIDA

H96000000146

P96000000780

AUGUST, COMITER, KULUNAS & SCHEPPS, P.A.

ATTORNEYS AT LAW

JERALD DAVID AUGUST
RICHARD B. COMITER
JOSEPH J. KULUNAS
MITCHELL D. SCHEPPS

JAMES J. FREELAND
OF COUNSEL

ONE CLEARLAKE CENTRE
250 AUSTRALIAN AVENUE SOUTH
SUITE 1100
WEST PALM BEACH, FLORIDA 33401

(407) 835-9800
FAX (407) 835-9802

PLEASE RESPOND TO
WEST PALM BEACH

January 25, 1996

WASHINGTON DC OFFICE
501 SCHOOL STREET, S.W.
SUITE 700
WASHINGTON, D.C. 20024
(202) 646-8100

FILED
JAN 29 PM 10:28
96
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Florida Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Schepps-Lieberman, Inc.
Articles of Amendment to Articles of Incorporation

200001701252
-01/30/96--01060--003
*****52.50 *****52.50

Dear Sir or Madam:

In connection with the above-referenced Corporation, enclosed for filing please find original and one copy of Articles of Amendment to Articles of Incorporation changing the Corporation's name to The Insurance Company of America. I have enclosed a check in the amount of \$52.50 for the filing fee. In addition, would you please be so kind as to date stamp the copy and return it to me in the envelope provided.

If you have any questions, please do not hesitate to call.

Very truly yours,

Rita M. Burdo

Rita M. Burdo, Legal Assistant
MITCHELL D. SCHEPPS

Rita
AUTHORIZATION BY PHONE TO

CORRECT

ADD. INC

DATE

1-31

000.0000

RG

enclosure
Schepps.ltr

*NC
1/31*

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SCHEPPS-LIEBERMAN, INC.

FILED
96 JAN 29 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, SCHEPPS-LIEBERMAN, INC. adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is SCHEPPS-LIEBERMAN, INC. (the "Corporation").

SECOND: Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

Article I - Corporation Name

The name of the Corporation is THE INSURANCE CENTER OF
AMERICA, INC.

THIRD: This Amendment was approved and adopted by the sole shareholder of the Corporation on January 25, 1996.

The undersigned, the President of the Corporation, has executed these Articles of Amendment on January 25, 1996.



ALVIN SCHEPPS, President