

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0191

800-342-8086



networks

PRESIDENTIAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 4 122 100 0032

REFERENCE : *Patricia T. Brown*

AUTHORIZATION :

COST LIMIT : \$ 105.00

ORDER DATE : January 19, 1996

ORDER TIME : 8:37 AM

ORDER NO. : 811997

800001694458

CUSTOMER NO: 162332A

CUSTOMER: William Morgan, Legal Asst
BAKER & MCKENZIE

605 Third Ave

New York, NY 10022

DOMESTIC FILING

NAME: ARMSTRONG RICHEY INSURANCE
SERVICES CORP.

___ XXX ARTICLES OF INCORPORATION
___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY
___ XXX PLAIN STAMPED COPY
___ XXXX CERTIFICATE OF GOOD STANDING -- 4 NEEDED

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

T. BROWN JAN 23 1996

FILED
96 JAN 23 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 22, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ARMSTRONG RICHEY INSURANCE SERVICES CORP.
Ref. Number: W96000001611

We have received your document for ARMSTRONG RICHEY INSURANCE SERVICES CORP. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

The incorporator listed in Article V and the incorporator signing must be the same. Please give the title of person signing on behalf of Prentice Hall Corporation Sustem, Inc., as registered agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 296A00002703

ARTICLES OF INCORPORATION
OF
Armstrong Richey Insurance Services Corp.

96 JAN 23 PM 12:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is Armstrong Richey Insurance Services Corp.

SECOND: The street address of the corporation is 15310 Amberly Drive, Tampa, Florida 33647.

THIRD: The number of shares that the corporation is authorized to issue is one thousand one (1001), all of which are of a par value of one dollar (\$1.00) each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o The Prentice-Hall Corporation System, inc., 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the Corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

William J. Morgan IV

c/o Baker & McKenzie
805 Third Avenue
New York, NY 109022

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not

prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof to any said holder.

SEVENTH: The purpose for which the Corporation is organized is to engage in any lawful business for which Corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested shareholders, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion of similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

ELEVENTH: The corporate existence of the Corporation shall begin upon filing.

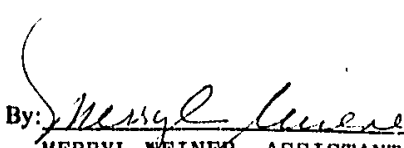
Signed on January 18, 1996



WILLIAM J. MORGAN IV

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL
CORPORATION SYSTEM, INC.

By: 
MERRYL WEINER, ASSISTANT VICE PRESIDENT

JANUARY 18, 1996