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March 14, 1996

DIRECTOR
OF CORPORATIONS

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

Madam/Sir:

Enclosed are Articles of Incorporation for Excel Insurance
Services, Inc. along with a check for your filing fees of
\$122.50.

Please handle the appropriate filing of these Articles.

Thank you,

Lloyd W. Downing

Lloyd W. Downing

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**ARTICLES OF INCORPORATION
OF
EXCEL INSURANCE SERVICES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be Excel Insurance Services, Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 101 Century 21 Drive STE 121, Jacksonville, Florida 32216. The name of the initial Registered Agent for the corporation at that address is Lloyd W. Downing.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Lloyd W. Downing
4480 River Trail Road
Jacksonville, FL 32211

Frances C. Downing
4480 River Trail Road
Jacksonville, FL 32211

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Lloyd W. Downing
101 Century 21 Drive STE 121
Jacksonville, Florida 32216

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 14th day of March, 1996.

Incorporator:

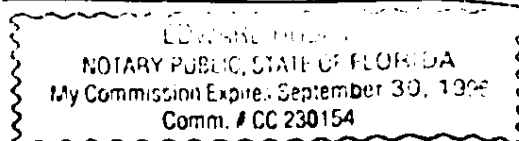
Lloyd W. Downing

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was executed and acknowledged before me this 14th day of March, 1996, by Lloyd W. Downing, Incorporator of Excel Insurance Services, Inc., a Florida Corporation on behalf of the Corporation. He is personally known to me and did take an oath.

(SEAL)

Edw. H. H. H.
Notary Public
State of Florida
My Commission Expires:



DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

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The following is submitted in compliance with the laws of the State of Florida. Excel Insurance Services, Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at 101 Century 21 Drive STE 21, Jacksonville, Florida, 32216, has named Lloyd W. Downing, whose address is 101 Century 21 Drive STE 121 Jacksonville, Florida 32216 as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Lloyd W. Downing

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th Day of March, 1996 by Lloyd W. Downing, Registered Agent of Excel Insurance Services Inc., a Florida Corporation on behalf of the Corporation. He is personally known to me and did take an oath.

WITNESS my hand and official seal this 14th day of March, 1996.

(SEAL)

Elin Huh

Notary Public
State of Florida
My Commission Expires:

