

P96000030828

TRANSMITTAL LETTER

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

300001766303  
-04/02/96--01065--001  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: Insurance Administrators Group, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: Burke O. Archer  
Name (printed or typed)  
50 Hurt Plaza, Suite 900  
Address  
Atlanta, Georgia 30303  
City, State & Zip  
404-577-1777  
Daytime Telephone number

FILED  
95 APR -2 4:11:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL APR - 9 1995

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION  
OF  
INSURANCE ADMINISTRATORS GROUP, INC.

ORIGINAL  
96 APR -2 AM 11:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I.

The name of the corporation is: Insurance Administrators Group, Inc. (the "Corporation").

II.

The corporation shall have authority to be exercised by the Board of Directors to issue not more than 1,000,000 shares of common voting stock at the par value of \$.10 per share.

III.

Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if the action is evidenced by the written consent of persons which would be entitled at a meeting of the shareholders to vote shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote were present and voted. A copy of any such written consent shall be delivered to the corporation for inclusion in the minutes or filing with the corporate records.

IV.

The personal liability of a director of the corporation to the corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director shall be limited to an amount not exceeding said director's compensation for services as a director during the twelve-month period immediately preceding

such breach, except that a director's liability shall not be so limited for:

(i) any appropriation, in violation of the director's duties of any business opportunity of the corporation;

(ii) acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law;

(iii) the types of liability set forth in Section 607.0834 Florida Statutes; or

(iv) any transaction from which the director derived an improper personal benefit.

For purposes of this Article IV, a director's compensation for serving as a director shall not include amounts received as reimbursement for expenses, or for services as an officer, employee or agent.

#### V.

The initial registered office of the corporation shall be at 222 Rudder Road, Vero Beach, Florida 32963. The initial registered agent of the corporation shall be Mr. M. Gordon Gaddy.

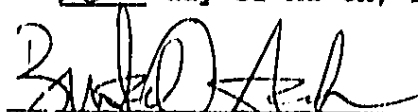
#### VI.

The name and address of the incorporator is Burke O. Archer, Lamar, Archer & Cofrin, The Hurt Building, 50 Hurt Plaza, Suite 900, Atlanta, Georgia 30303.

#### VII.

The mailing address of the initial principal office of the corporation shall be: 222 Rudder Road, Vero Beach, Florida 32963.

IN WITNESS WHEREOF, the undersigned executes these  
Articles of Incorporation on this the 28<sup>th</sup> day of March, 1996.

  
\_\_\_\_\_  
Burke O. Archer  
Incorporator

The Hurt Building  
50 Hurt Plaza, Suite 900  
Atlanta, Georgia 30303  
404/577-1777

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

**FILED**

**APR -2 AM 11:52**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Insurance Administrators Group, Inc.
2. The name and address of the registered agent and office is:

M. Gordon Gaddy  
(NAME)  
222 Rudder Road  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)  
Vero Beach, Florida 32963  
(CITY/STATE/ZIP)

**FILED**  
**96 APR -2 AM 11:53**  
**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.*

M Gordon Gaddy  
(SIGNATURE)

March 23, 1996  
(DATE)