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TRANSMITTAL LETTER

96 AUG -1 AM 11:23

Florida Department Of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

STATE
TALLAHASSEE, FLORIDA

700001911157
-08/02/96--01019--005
*****70.00 *****70.00

SUBJECT: Insurance Oversight, Inc.

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

\$ 70.00 Filing fee

Please return the photocopy to me with the filing date stamped on it.

Thank You,

FROM: Janet P. Yienger
316 Pablo Road
Ponte Vedra Beach, FL 32082-1806
(904) 273-0254

PH
8/2/96

ARTICLES OF INCORPORATION
OF
INSURANCE OVERSIGHT, INC.

FILED

95 AUG -1 AM 11:39

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these Articles of Incorporation for the purpose of forming a for-profit corporation.

Article 1. The name of the Corporation is:

Insurance Oversight, Inc.

Article 2. The principal place of business and mailing address of this corporation is:

316 Pablo Road, Ponte Vedra Beach, FL 32082

Article 3. The corporation is authorized to issue one class of stock, that being 10,000 shares of \$1 par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4. The name and address of the corporation's initial registered agent is:

Janet P. Yienger 316 Pablo Road, Ponte Vedra Beach, FL 32082

Article 5. The name and street address of the incorporator of this corporation is:

Janet P. Yienger 316 Pablo Road, Ponte Vedra Beach, FL 32082

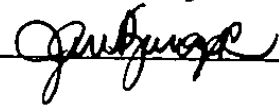
Article 6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

Article 7. The effective date of the Corporation is:
August 1, 1996

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Date: July 30, 1996

Name of Incorporator: Janet P. Yienger

Signature of Incorporator: 

ARTICLES OF INCORPORATION
OF
INSURANCE OVERSIGHT, INC.

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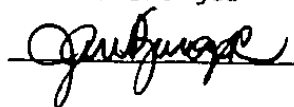
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Date: July 30, 1996

Name of Incorporator: Janet P. Yienger

Signature of Incorporator: 

CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT

FILED

96 AUG -1 AM 11:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name and address of the corporation's registered agent and registered office is:

Name: Janet P. Yienger
Address: Insurance Oversight, Inc.
316 Pablo Road
Ponte Vedra Beach, Florida 32082-1806

Having been named as the 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.

Signature of registered agent:

Date of signature:

Janet P. Yienger
July 31, 1996