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WHITTEN'S DIRECT DIAL

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September 19, 1996

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Subject: US Risk & Insurance Services Co.

Gentlemen:

Enclosed please find the following in connection with the incorporation of US Risk & Insurance Services Co. --

1. Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 to cover the following items:
(a) \$35.00 for filing fee; (b) \$35.00 for designation of Registered Agent; and (c) \$52.50 for one certified copy.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Marlis J. Spear

Mrs. Marlis J. Spear
Legal Assistant

/mjs

Enclosures

cc: Mr. Paul W. Smith, Jr.
David J. Akins, Esq.

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Pearl

SEP 20 1996

ORLANDO

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TALLAHASSEE

ARTICLES OF INCORPORATION
OF
US RISK & INSURANCE SERVICES CO.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be US Risk & Insurance Services Co.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 1504 Oriole Avenue, Orlando, Florida 32803, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 500 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 1504 Oriole Avenue, Orlando, Florida 32803. The initial registered agent of the Corporation at the registered office shall be Paul W. Smith, Jr.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one (1) director. The name and address of the person who shall serve as director of the Corporation until the first meeting of shareholders is:

<u>Name</u>	<u>Address</u>
Paul W. Smith, Jr.	1504 Oriole Avenue Orlando, Florida 32803

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Paul W. Smith, Jr.	1504 Oriole Avenue Orlando, Florida 32803

Executed this 18th day of September, 1996.

Paul W. Smith, Jr.
Paul W. Smith, Jr.,
Incorporator

ACCEPTANCE OF REGISTERED AGENT

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.

Paul W. Smith, Jr.
Paul W. Smith, Jr.,
Registered Agent

Date: 9/18/96

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TALLAHASSEE, FLORIDA