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(Business Entity Name)

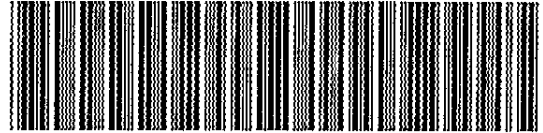
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Certified Copies _____

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03 OCT 22 AM 9:47
CLERK OF STATE
TALLAHASSEE, FLORIDA

Is 10/27/03
Amendy Court.



Developing Human Capital For Greater Profitability

4224 W. Henderson Blvd.
Tampa, FL 33629-5611
Phone: 813-258-0293
Fax: 813-259-2228
www.scicompanies.com

October 17, 2003

**VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED
7099 3400 0006 2425 6005**

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

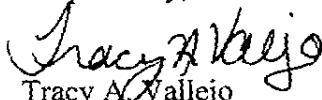
RE: Accountfirst Insurance Services, Inc.
FEIN: 59-3401300

To The Corporate Filing Department:

Enclosed, please find the Amended and Restated Articles of Incorporation for the above referenced entity. Upon this filing, please return a Certified Copy of the Amended and Restated Articles of Incorporation and a Certificate of Status for Accountfirst Insurance Services, Inc.. Our check in the amount of \$52.50, also enclosed, represents all of these filing fees. Please process these requests at your earliest convenience.

Thank you for your assistance in this matter. If you have any questions or need additional information, please do not hesitate to contact me at (813)258-0293.

Respectfully,


Tracy A. Vallejo
Legal Assistant

:tav

Enclosures

ACCOUNTFIRST INSURANCE SERVICES, INC.

FILED

AMENDED AND RESTATED ARTICLES OF INCORPORATION

03 OCT 22 AM 9:47

Pursuant to Sections 607.0602, 607.1002, 607.1006, and 607.1007 of the Florida Business Corporation Act (the "FBCA"), Accountfirst Insurance Services, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: The Corporation was incorporated in the State of Florida on October 18, 1996. These Amended and Restated Articles of Incorporation shall amend, restate and supercede in their entirety any and all prior Articles of Incorporation, as amended, of the Corporation filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by the shareholders pursuant to a written consent of the shareholders and Board of Directors dated October 15, 2003.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation shall be:

ACCOUNTFIRST INSURANCE SERVICES, INC.

The principal place of business of this Corporation shall be located at 4224 West Henderson Boulevard, Tampa, Florida 33629-5611.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other State, Country, Territory or Nation.

ARTICLE III. CAPITAL STOCK

The authorized number of shares of stock that this Corporation has outstanding is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. INCORPORATOR

The name and address of the incorporator is: Louis F. Smith, III, 5627 Atlantic Boulevard, Suite One, Jacksonville, Florida 32207.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation shall be: 4224 W. Henderson Blvd., Tampa, FL 33629-5611, and the name of the Registered Agent of the Corporation at that address is: Joseph C. Dominguez, Esquire.

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VIII. CHAPTER C CORPORATION

It is the intent of the Board of Directors that the Corporation will file as a C Corporation.

ARTICLE IX. DIRECTORS

This Corporation shall have one director. The names and street addresses of the members of the Board of Directors are:

<u>Directors</u>	<u>Address</u>
Henry C. Hardin, III	1140 Old Peachtree Rd., Ste. D, Duluth, GA 30097

ARTICLE X. OFFICERS

The names and addresses of the officers of the Corporation, who shall hold office commencing October 15, 2003, or until their successors are elected or appointed, are:

<u>Officer/Title</u>	<u>Address</u>
Henry C. Hardin, III, President	1140 Old Peachtree Rd., Ste. D, Duluth, GA 30097
Joseph C. Dominguez, Secretary	4224 W. Henderson Blvd., Tampa, FL 33629

ARTICLE XI. SUBSCRIBER

The name and street address of the subscriber to these Amended and Restated Articles of Incorporation is:

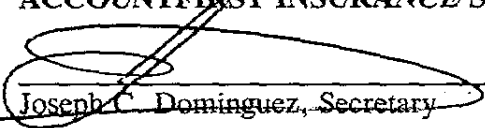
<u>Name</u>	<u>Address</u>
Joseph C. Dominguez, Secretary	4224 W. Henderson Blvd., Tampa, FL 33629

ARTICLE XII. BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the bylaws.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed as of October 15, 2003.

ACCOUNTFIRST INSURANCE SERVICES, INC.

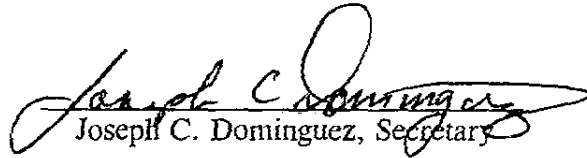

Joseph C. Dominguez, Secretary

ACCEPTANCE OF APPOINTMENT BY

REGISTERED AGENT

THE UNDERSIGNED, having been named in the foregoing Amended and Restated Articles of Incorporation as the registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent.

DATED: October 15, 2003.


Joseph C. Dominguez, Secretary