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ADORNO & ZEDER  
A PROFESSIONAL ASSOCIATION

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FILED  
95 OCT 21 PM 2:43  
TALLAHASSEE, FLORIDA

October 14, 1996

Department of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-10/22/96--01032--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: ZENITH RISK MANAGEMENT, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00.

FROM: Lori Lovgren  
Adorno & Zeder, P.A.  
888 S.E. 3rd Avenue  
Suite 500  
Ft. Lauderdale, Florida 33335  
(954) 713-1378

F. CHESLER OCT 23 1996

**ARTICLES OF INCORPORATION  
OF  
ZENITH RISK MANAGEMENT, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be Zenith Risk Management, Inc.

**ARTICLE II**

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**ARTICLE III**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares having a par value of \$0.01 per share. All such shares shall be of a single class, designated as common.

**ARTICLE V**

The number of the directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of 13 directors whose names and addresses are as follows:

Howard Hice	3504 Lake Lynda Drive Suite 400 Orlando, Florida 32817
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John G. Martin	3504 Lake Lynda Drive Suite 400 Orlando, Florida 32817
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Ronald Morrnick	3504 Lake Lynda Drive Suite 400 Orlando, Florida 32817
Armand Mouw	3504 Lake Lynda Drive Suite 400 Orlando, Florida 32817
Doris M. Oberhardt	3504 Lake Lynda Drive Suite 400 Orlando, Florida 32817
Ronald Shafer, Jr.	3504 Lake Lynda Drive Suite 400 Orlando, Florida 32817
Stanley Zax	21255 Califa Streeet Woodland Hills, CA 91367-5021
John Tickner	21255 Califa Street Woodland Hills, CA 91367-5021
James Ross	21255 Califa Street Woodland Hills, CA 91367-5021
Keith Trotman	21255 Califa Street Woodland Hills, CA 91367-5021
Philip Hunt	21255 Califa Street Woodland Hills, CA 91367-5021
Fredricka Taubitz	21255 Califa Street Woodland Hills, CA 91367-5021
Arnold Center	21255 Califa Street Woodland Hills, CA 91367-5021

#### ARTICLE VI

The initial registered agent of the corporation is Lori A. Lovgren. The street address of the corporation's initial registered office is c/o Adorno & Zeder, P.A., 888 S.W. 3rd Avenue, Suite 500, Ft. Lauderdale, Florida 33335.

#### ARTICLE VII

The principal place of business and mailing address of this corporation shall be:

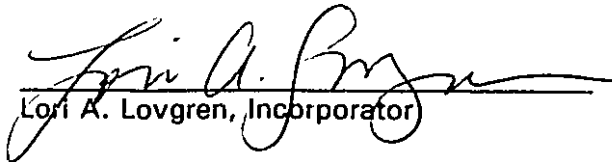
3504 Lake Lynda Drive  
Suite 400  
Orlando, Florida 32817

#### ARTICLE XII

The name and address of the incorporator to these Articles of Incorporation is:

Lori A. Lovgren  
c/o ADORNO & ZEDER, P.A.  
888 S.E. 3rd Avenue  
Suite 500  
Ft. Lauderdale, Florida 33335

The undersigned incorporator has executed these Articles of Incorporation this 14th day of October, 1996.

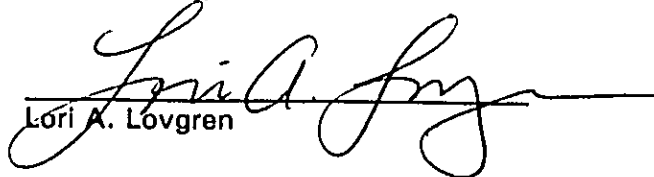
  
Lori A. Lovgren, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Zenith Risk Management, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 11th day of October, 1996.

ZENITH RISK MANAGEMENT, INC.  
Registered Agent

  
Lori A. Lovgren

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