

1201 HAYS STREET
JALAHASSIE, FL 32301-2007
904-322-0001
904-322-0001 FAX

800-342-8086



PROFESSIONAL
FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 136136 3487A

AUTHORIZATION : *Blanca T. Pysick*

COST LIMIT : \$ 122.50

ORDER DATE : October 29, 1996

ORDER TIME : 11:08 AM

ORDER NO. : 136136-005

CUSTOMER NO: 3487A

300001989313--7

CUSTOMER: Troy Myers, Esq
ICARD MERRILL CULLIS TIMM
FUREN & GINSBURG, PA
2033 Main Street, Suite 101
P. O. Drawer 4195
Sarasota, FL 34237

DOMESTIC FILING

NAME: IAA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kellie K Beumer

EXAMINER'S INITIALS:

KK
10.29.96

SECRETARY OF STATE
TALLAHASSEE, FL 32304

95 OCT 29 PM 3:50

FILED

DIVISION OF CORPORATIONS

95 OCT 29 PM 1:23

RECEIVED

**ARTICLES OF INCORPORATION
OF
IAA, INC.**

FILED
JUL 29 1993
CLERK OF COURT
JUL 29 1993
JUL 29 1993

ARTICLE 1. - NAME

The name of the corporation is IAA, INC..

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 2033 MAIN STREET, SUITE 600, SARASOTA, FLORIDA, 34237 United States of America. The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be 2033 MAIN STREET, SUITE 600, SARASOTA, FLORIDA, 34237 United States of America. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 5. - SHARES

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of ONE DOLLAR (\$1.00) U.S. per share.

ARTICLE 6. - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE 7. - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this corporation is:

Troy H. Myers, Jr.
2033 Main Street, Suite 600
Sarasota, Florida, 34237

ARTICLE 8. - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Troy H. Myers, Jr.
2033 Main Street, Suite 600
Sarasota, Florida, 34237

ARTICLE 9. - INCORPORATOR

The name and address of the Incorporator is:

TROY H. MYERS, JR.
2033 Main Street, Suite 600
Sarasota, Florida 34237

ARTICLE 10. - CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE 11. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

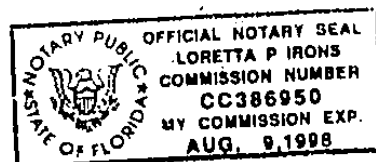
The undersigned Incorporator has executed these Articles of Incorporation on the 28th day of October, 1996.


TROY H. MYERS, JR.

STATE OF FLORIDA
COUNTY OF SARASOTA

I certify that on October 28, 1996, TROY H. MYERS, JR., the person described as the Incorporator, acknowledged executing the foregoing Articles of Incorporation, is personally known to me, and did not take an oath.


Notary Public
My Commission Expires:



ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR

IAA, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

DATED: October 28, 1996



Troy H. Myers, Jr.

FILED
95 OCT 29 PM 3:50
SECRETARY OF STATE
TOLSON, D. C.