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November 18, 1996

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Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: Articles of Incorporation for  
Risk Management Solutions, Inc.

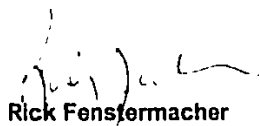
Ladies and Gentlemen:

Enclosed herewith please find duplicate executed originals of the Articles of Incorporation of Risk Management Solutions, Inc. together with a check payable to your order in the amount of \$122.50, which represents the filing fee and the fee for one certified copy of the Articles.

After the Articles of Incorporation have been filed, please return the certified copy of same to the undersigned in the stamped, self-addressed envelope provided.

Your courtesy and cooperation in this regard is most appreciated.

Sincerely,



Rick Fenstermacher

RF/kg

Enclosure

FILED  
96 NOV 22 PM 2: 18  
TALLAHASSEE, FLORIDA

Rick Fenstermacher

Risk Management &

Insurance Consulting

210 West Biscayne Drive

Miami Beach, Florida 33139

Phone 305 541 7805



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

**ARTICLE I**

**NAME**

The name of the Corporation is:  
**RISK MANAGEMENT SOLUTIONS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II**

**DURATION**

The Corporation shall exist in perpetuity.

**ARTICLE III**

**PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

**ARTICLE V**

**PRE-EMPTIVE 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 shares thereof, as nearly as many be done without issuance of fractional shares, at the price at which it is offered to others.

**ARTICLE VI**

**RIGHTS OF SHARES OF CAPITAL STOCK**

The entire voting power of the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting shares.

**ARTICLE VIII**

**PRINCIPAL OFFICE ADDRESS FOR CORPORATION**

The address of the principal office of the Corporation is:

210 West Rivo Alto Drive  
Miami Beach, Florida 33139

**ARTICLE IX**

**INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial Registered Agent and Registered Office of the Corporation are:

Fredric Fenstermacher  
210 West Rivo Alto Drive  
Miami Beach, Florida 33139

**ARTICLE X**

**INITIAL BOARD OF DIRECTORS**

The Corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Corporation. The name and address of the initial Director is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Fredric Fenstermacher	210 West Rivo Alto Drive Miami Beach, Florida 33139

**ARTICLE XI**

**INCORPORATION**

The name and address of the person signing these Articles of Incorporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Fredric Fenstermacher	210 West Rivo Alto Drive Miami Beach, Florida 33139

**ARTICLE XII**

**BY-LAWS**

The power to adopt, alter amend or repeal the By-Laws shall be vested in the Board of Directors.

**ARTICLE XIII**

**INDEMNIFICATION**

ARTICLE XIV

COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the 18<sup>th</sup> day of November, 1996.

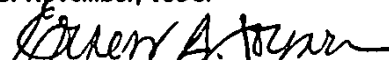
  
FREDRIC FENSTERMACHER

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared FREDRIC FENSTERMACHER, known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 18<sup>th</sup> day of November, 1996.

  
NOTARY PUBLIC, State of Florida

My commission Expires:



ERNEST A. JOYNER  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires May 2, 1998  
Commission No. CC 365497

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAME AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First—That RISK MANAGEMENT SOLUTIONS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami Beach, has named FREDRIC FENSTERMACHER, located at 210 West Rivo Alto Drive, Miami Beach, FL 33139, County of Dade, State of Florida, as its agent to accept service of process within this state and such agent accepts the obligation of 307.325 F.S.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above state Corporation, at the place designated in this Certificate, FREDRIC FENSTERMACHER hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to keeping open said office.

Dated: November 18, 1996

  
FREDRIC FENSTERMACHER

Registered Agent

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TALLAHASSEE, FLORIDA