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STATE OF FLORIDA
TALLAHASSEE

CT CORPORATION SYSTEM

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Tallahassee, FL 32301 222-1092
City State Zip Phone

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CORPORATION(S) NAME

NE Pension Services, Inc.

Profit *Auto of Inc.*

NonProfit

Limited Liability Co.

Foreign

Limited Partnership

Reinstatement

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nc 12/26/96

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

NL Pension Services, Inc.

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TALLAHASSEE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: NL Pension Services, Inc.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 201 S. Orange Avenue, Suite 1205, Orlando, Florida 32801

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 10,000 Shares Common Stock, \$1.00 par value

*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

_____	_____
_____	_____
_____	_____

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
_____	_____	_____	_____
_____	_____	_____	_____

*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

_____	_____
_____	_____
_____	_____

(*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

The shareholders shall have no preemptive rights

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE: NONE

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 201 S. Orange Avenue, Suite 1205, Orlando, FL 32801 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS N. Nicholas J. Lamoriello.

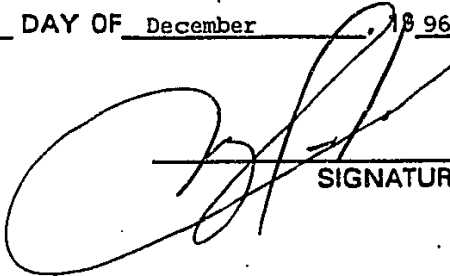
*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS one (1), AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE: Nicholas J. Lamoriello, 201 S. Orange Avenue, Orlando, FL 32801

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Nicholas J. Lamoriello
201 S. Orange Avenue
Orlando, FL 32801

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 23rd DAY OF December, 1996

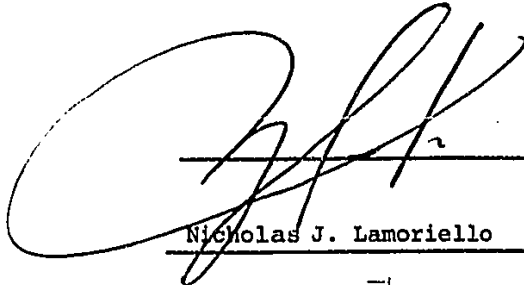

_____, Incorporator
SIGNATURE/TITLE

SIGNATURE/TITLE

SIGNATURE/TITLE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: Nicholas J. Lamoriello IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED December 23, 1996



Nicholas J. Lamoriello

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA