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February 28, 1997

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

RE: Program Management Services, Inc.

Dear Sir or Madam:

Enclosed please find a check payable to Secretary of State in the amount of \$70.00, representing payment for the filing of the enclosed Articles of Incorporation. Also enclosed herewith is a copy of said Articles of Incorporation.

After the Articles of Incorporation have been filed, please return a filed copy to our office in the envelope provided.

Thank you for your assistance in this matter.

Sincerely,

Gary, Dytrych & Ryan, P.A.

Alys Nagler Daniels, Esq.

AND/km  
Enclosures

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ARTICLES OF INCORPORATION  
OF  
PROGRAM MANAGEMENT SERVICES, INC.

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The undersigned, for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida, do hereby make, subscribe and acknowledge this certificate for that purpose.

ARTICLE I

The name of the corporation shall be PROGRAM MANAGEMENT SERVICES, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by the corporation, as principal, or as agent, is as follows:

1. To administer commercial insurance programs and wholesale distribution of various commercial insurance products through independent retail insurance agents/brokers.

2. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

3. To do all and everything necessary and appropriate for the accomplishment of the business and objects enumerated in this Certificate or any amendment thereof, necessary or incidental to the attainment of the business or objects of the corporation, whether or not such business or objects of the corporation are similar in nature to the business or objects set forth in this Certificate or any amendment thereof. The foregoing shall be construed as objects and powers in furtherance not in limitation of the general powers conferred from time to time by laws of the State of Florida; and it is hereby expressly provided that the enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation, and that the corporation shall and may do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or objects herein enumerated, either alone or in association with other corporations, firms or individuals to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

### ARTICLE III

The maximum number of shares of capital stock which the corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock with a par value of \$.10 per share.

### ARTICLE IV

The amount of capital with which the corporation shall begin business shall not be less than ONE HUNDRED Dollars (\$100.00).

### ARTICLE V

The corporation shall have perpetual existence unless sooner dissolved according to law, and its existence shall commence upon filing.

### ARTICLE VI

The principal office of this corporation is to be located at 8220 State Road 84, Suite 210, Ft. Lauderdale, Florida 33324.

The Board of Directors shall have the power and the authority to establish branch offices and places of business of this corporation at any point in the State of Florida, or in any state, territory, or district of the United States, or in any foreign country, as they may deem necessary for the best interests of the business.

### ARTICLE VII

This corporation shall have TWO (2) Directors initially. The business of this corporation shall be conducted by a Board of Directors of not less than one (1) nor more than five (5) Directors as determined by the Shareholders from time to time. The Board of Directors shall have the power and authority to prescribe the consideration to be paid to the corporation in exchange for the issuance and disposal of its capital stock. The Board of Directors shall also have the authority and the power to adopt by-laws which shall govern the operation of the business of this corporation, and to thereafter amend the same from time to time if necessary.

#### ARTICLE VIII

The name and post office address of the Incorporator signing these Articles of Incorporation is as follows:

Name:

Address:

Dale Robert Bicknell

8220 State Road 84, Suite 210  
Ft. Lauderdale, Florida 33324

The value of consideration which the subscribers shall pay for each share of stock shall be at least \$.10 per share, and the proceeds of the stock subscribed for will be at least as much as the amount necessary to begin the business of the corporation at the time the stock certificates thereof are issued and the corporation otherwise activated.

#### ARTICLE IX

The name and post office address of the Directors and Officers who shall hold office for the first year of the corporation's existence or until their successors have been elected and qualified are as follows:

Name:

Address:

Kevin Shane Caldwell  
Director, President,  
and Secretary

8220 State Road 84, Suite 210  
Ft. Lauderdale, Florida 33324

Dale Robert Bicknell  
Director, Vice President,  
and Treasurer

8220 State Road 84, Suite 210  
Ft. Lauderdale, Florida 33324

#### ARTICLE X

This corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE XI

All of the subscribers to these Articles of Incorporation are over the age of twenty-one years and are sui juris.

Stock certificates shall not be issued unless and until the same are paid for in full with cash, or its equivalent. Stock certificates shall not be valid unless signed and issued by the

president and attested by the secretary, who shall affix thereon the corporate seal.

ARTICLE XII

The name of the initial registered agent and the address of the initial registered office of the corporation is as follows:

Kevin Shane Caldwell

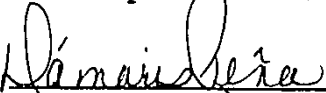
8220 State Road 84, Suite 210  
Ft. Lauderdale, Florida 33324

ARTICLE XIII

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation, and this corporation shall have all of the rights and powers that are expressly stated under the Florida Statutes and Laws (F.S. 607 and as amended in the future). The corporation shall elect to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1362, Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock herein, has made and subscribed these Articles of Incorporation this 26 day of Feb, 1997, and the undersigned registered agent hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

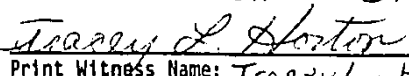
Signed, sealed and delivered  
in the presence of:



Print Witness Name: DAMARIS PENA



Dale Robert Bicknell, Incorporator



Print Witness Name: Tracy L. Horton

STATE OF FLORIDA  
COUNTY OF Broward

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, this day, personally appeared Dale Robert Bicknell, to me personally known or who provided N/A as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 26 day of February, 1997.

Damaris Pena  
Notary Public

My Commission Expires:

Commission No.:

Notary Public, State of Florida  
Damaris Pena

Commission No. CC 540527  
Commission Expires March 17, 2000

#### ACCEPTANCE OF REGISTERED/RESIDENT AGENT

Having been designated to accept service of process for the above stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and hereby state that I am familiar with and accept the duties and responsibilities as registered agent for this corporation and agree to comply with the provisions of Section 607.0505 of the Florida Statutes.

Kevin

Robert Shane Caldwell  
Agent

Dated: 2-26-97

STATE OF FLORIDA  
COUNTY OF Broward

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, this day, personally appeared Robert Shane Caldwell, to me personally known or who provided N/A as identification and who executed the foregoing, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 26 day of February, 1997.

Damaris Pena  
Notary Public

My Commission Expires:

Commission No.

Notary Public, State of Florida  
Damaris Pena

Commission No. CC 540527  
Commission Expires March 17, 2000

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