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March 25, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE  
3-25-97

700002125707--9  
-03/27/97-01047-009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: AGENCY SOLUTIONS FLORIDA, INC.

Gentlemen:

On behalf of our captioned client, I am forwarding an original and one copy of its Articles of Incorporation, together with our firm check in the amount of \$122.50 in payment of the following charges:

1. Fee for filing Articles of Incorporation	\$35.00
2. Fee for obtaining certified copy of Articles of Incorporation	52.50
3. Filing a certificate designating Registered Agent	35.00
	<u>\$122.50</u>

I would appreciate having you file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter.

Yours truly,

Richard B. Hadlow

RBH/bar  
Enclosures  
cc: Charles M. Davis  
119684.01

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 27 PM 12:18

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EFFECTIVE DATE  
3-25-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
AGENCY SOLUTIONS FLORIDA, INC.

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is AGENCY SOLUTIONS FLORIDA, INC. and its principal office and mailing address is 4600 W. Cypress Street, Suite 200, Tampa, FL 33607.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on March 25, 1997.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

#### ARTICLE IV

##### Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$1.00. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

#### ARTICLE V

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is Richard B. Hadlow.

#### ARTICLE VI

##### Incorporator

The name and address of the corporation's incorporator is:

##### Name

Barbara A. Rowe

##### Address

220 South Franklin Street  
Tampa, Florida 33602

## ARTICLE VII

### By-Laws

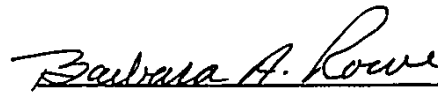
The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

## ARTICLE VIII

### Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 25th day of March 1997.

 (SEAL)  
Barbara A. Rowe

119684.01

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, AGENCY SOLUTIONS FLORIDA, INC., desiring to organize under the laws of the State of Florida, hereby designates Richard B. Hadlow, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

AGENCY SOLUTIONS FLORIDA, INC.

By Barbara A. Rowe  
Barbara A. Rowe, Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

Richard B. Hadlow  
Richard B. Hadlow

119684.01

RECEIVED  
SECRETARY OF STATE  
97 MAR 27 PM 12:19