

Professional Insurance Solutions, Inc.

16746 Hwy. 455, P.O. Box 560151

Montverde, Florida 34756-0151

Nancy Seaton Leuschner

President-Secretary

P97000033827

April 10, 1997

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

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-04/14/97--01016--005

*****70.00 *****70.00

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for Professional Insurance Solutions, Inc. along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you,

Nancy Seaton Leuschner

Nancy Seaton Leuschner
President-Secretary

FILED
97 APR 14 PM 12:06
DEPT. OF STATE
TALLAHASSEE, FLORIDA

APR 15

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FILED
97 APR 14 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
Professional Insurance Solutions, Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Professional Insurance Solutions, Inc.

ARTICLE II - PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:

16746 Hwy. 455, P.O. Box 560151
Montverde, FL 34756-0151

ARTICLE III - CAPITAL STOCK

The corporation shall have the authority to issue 1,000,000 (One Million) shares of common stock, in one class only, each with a par value of \$1.00 (One Dollar).

ARTICLE IV - REGISTERED AGENT & ADDRESS

The registered agent of the corporation is David M. Leuschner and the registered address is 16746 Hwy. 455, P.O. Box 560151, Montverde, FL 34756-0151.

ARTICLE V - BOARD OF DIRECTORS

The initial Board of Directors shall have two members whose names and addresses are as follows:

Nancy Seaton Leuschner, President-Secretary
16746 Hwy. 455, P.O. Box 560151
Montverde, FL 34756-0151

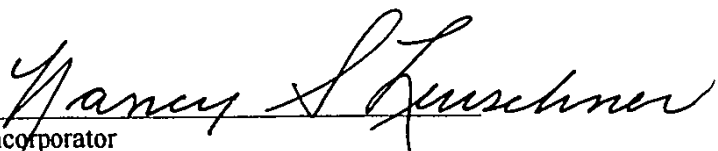
David M. Leuschner, Treasurer
16746 Hwy. 455, P.O. Box 560151
Montverde, FL 34756-0151

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

ARTICLE VI - INCORPORATOR

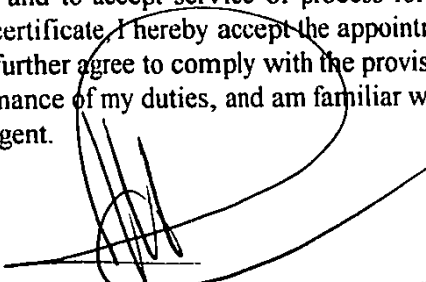
The incorporator of this corporation is Nancy Seaton Leuschner whose address is 16746 Hwy. 455, P.O. Box 560151, Montverde, FL 34756-0151.

Dated 4-11-97


Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated 4-11-97


Registered Agent

Certificate of Designation Registered Agent/Registered Office

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Professional Insurance Solutions, Inc.

2. The name and address of the registered agent is:

David M. Leuschner
16746 Hwy. 455, P.O. Box 560151
Montverde, FL 34756-0151

FILED
97 APR 14 PM 12:06
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE _____

DATE 4-11-97