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VICTOR E. WOODMAN

June 19, 1997

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

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-06/23/97--01123--005
****122.50 ****122.50

EFFECTIVE DATE
6-19-97

Re: INSURANCE MANAGEMENT CONSULTING SERVICES, INC.

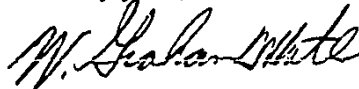
Dear Sir/Madam:

Enclosed please find the following documents pursuant to the incorporation of the above referenced corporation:

1. The executed Articles of Incorporation;
2. Copy of the executed Articles of Incorporation to be certified and returned and;
3. A check in the amount of \$122.50 to cover filing fee and certified copy.

Please note the effective date of the Articles is June 19, 1997. Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Sincerely yours,



W. Graham White

WGWA/aw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 23 AM 10:50



WINDERWEEDLE
HAINES, WARD
& WOODMAN, P.A.

EST. 1931



D. BROWN JUN 25 1997

EFFECTIVE DATE
6-19-97

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 23 AM 10:51

INSURANCE MANAGEMENT CONSULTING SERVICES, INC.

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

INSURANCE MANAGEMENT CONSULTING SERVICES, INC.

ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be June 19, 1997, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Corporate Office;
Initial Registered Office and Agent

The street address of the initial corporate office is c/o Stephen A. Simms, 271 West Canton Avenue, Winter Park, Florida 32789 and the mailing address of the initial corporate office is Post Office Box 1480, Winter Park, Florida 32790. The initial registered office of this Corporation is 250 Park Avenue South, 5th Floor, Winter Park, 32789, and the name of the initial registered agent of this Corporation at that address is W. Graham White.

ARTICLE VI - Incorporator

The name and street address of the Incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
W. Graham White	250 Park Avenue South Winter Park, FL 32789

ARTICLE VII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

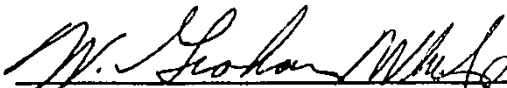
ARTICLE VIII - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of June, 1997.


W. Graham White

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of June, 1997, by W. Graham White. He is [☒] personally known to me or [] has produced _____ as identification and [did/did not] take an oath.

Anne Ward

NOTARY SIGNATURE

OFFICIAL NOTARY SEAL
ANNE WARD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC418491
MY COMMISSION EXP. NOV. 26, 1998

NOTARY NAME PRINTED

Notary Public

My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 23 AM 10:51

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of INSURANCE MANAGEMENT CONSULTING SERVICES, INC.

W. Graham White

W. Graham White