

P9700090184

TRANSMITTAL LETTER
FOR FLORIDA CORPORATION

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

300002325103--3
-10/21/97-01001-018
*****78.75 *****78.75

SUBJECT: Employers Risk Services of Florida, Inc.
(Proposed corporation name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 70.00
Filing Fee

\$ 78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified
Copy, &
Certificate

ADDITIONAL COPY REQUIRED

FROM: William B. Graham
Name (Printed or Typed)
101 N. Gadsden Street
Address
Tallahassee, Florida 32301
City, State & Zip
(850) 222-6656
Daytime Telephone Number

FILED
97 OCT 20 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the Articles.

RECEIVED
OCT 20 PM 4:11
10/21

**ARTICLES OF INCORPORATION
OF
EMPLOYERS RISK SERVICES OF FLORIDA, INC.**

FILED
97 OCT 20 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article I
Name**

The name of the corporation shall be Employers Risk Services of Florida, Inc. The principal place of business of the corporation shall be 8699 N.W. 36th Street, Suite 100, Miami, Dade County, Florida 33166.

**ARTICLE II
Nature of Business**

The purpose of the business is to engage in the business of insurance claims adjusting and third party administration.

**Article III
Capital Stock**

The aggregate number of shares which the corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$10.00 per share.

**Article IV
Term of Existence**

The corporation shall exist perpetually.

**Article V
Registered Office and Agent**

The registered office of this corporation shall be at 101 North Gadsden Street, Tallahassee, Florida and the initial registered agent of this corporation at such office shall be William B. Graham.

**Article VI
Incorporators**

The corporation shall have one incorporator who is a United States citizen and is over the age of 18. The name and residence address of the incorporator is Timothy A. Renfro, 961 Threewood Circle, Bowling Green, Kentucky 42103.

**Article VII
Directors**

The corporation shall have three initial directors, all of whom are United States citizens and all of whom are over the age of 18. The names and street addresses of the directors, whose initial terms of office shall be for one year, are:

NAME

Timothy A. Renfro

William B. Van Meter

Louis M. Berman

ADDRESS

961 Threewood Circle
Bowling Green, KY 42103

435 Dock Side Drive, #503
Naples, FL 34110

5595 Three Springs Road
Bowling Green, KY 42103

**Article VIII
Indemnification**

The Board of Directors are hereby specifically authorized to make provisions for indemnification of directors, officers, employees, and agents, to the full extent permitted by law.

IN WITNESS WHEREOF, the corporation has caused the incorporator to execute these Articles of Incorporation on the 30th day of September, 1997.

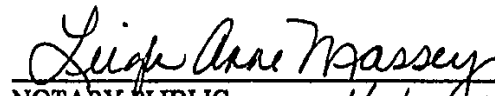
**EMPLOYERS RISK SERVICES OF
FLORIDA, INC.**


TIMOTHY A. RENFRO, Incorporator

COMMONWEALTH OF KENTUCKY

COUNTY OF WARREN

The foregoing instrument was acknowledged before me this 30th day of September, 1997, by Timothy A. Renfro who is personally known to me and who did take an oath.


NOTARY PUBLIC
My Commission Expires: 4/5/2004

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY
COMPANY SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.**

1. The name of the limited liability company is:

Employers Risk Services of Florida, Inc.

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

William B. Graham
(Name)

101 North Gadsden Street
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee, FL 32301
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 I am familiar with and accept the obligations of my position as registered agent.


William B. Graham

10/20/97
(Date)

FILED
OCT 20 PM 4:28
CLERK OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$35.00 for Designation of Registered Agent