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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Zenith Insurance Management

☐ Walk In

☐ Pick Up Time

☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Mail-Out

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☐ Photocopy

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A. Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

Ordered By: _____

Date: _____

K. Rolfe

DEC 17 1997

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97 DEC 17 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ZENITH INSURANCE MANAGEMENT SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, a natural person over the age of 18 years, competent to contract and a citizen of the United States of America, hereby forms a stock insurer corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be Zenith Insurance Management Services, Inc.

ARTICLE II. ADDRESS

The principal place of business of this corporation shall be 3504 Lake Lynda Drive, 400, Orlando, FL 32817, located in Orange County.

ARTICLE III. NATURE OF BUSINESS

The purpose of the corporation is to engage in every aspect of managing and administering the affairs of insurers including but not limited to, marketing, underwriting, billing, claims administration, safety and loss prevention, policy issuance, regulatory reporting, general administration and operating a managed care organization.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is 10,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 888 S.E. 3rd Avenue, Suite 500, Ft. Lauderdale, Florida, 33316, and the initial registered agent of this corporation at such office shall be Lisa A. Krouse, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open to receive service of process from the Treasurer and Insurance Commissioner of the State of Florida.

ARTICLE VII. DIRECTORS

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

Stanley R. Zax
21255 Califa Street
Woodland Hills, CA
91367-5021

John J. Tickner
21255 Califa Street
Woodland Hills, CA
91367-5021

Fredricka Taubitz
21255 Califa Street
Woodland Hills, CA
91367-5021

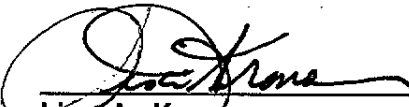
Jack Miller
21255 Califa Street
Woodland Hills, CA
91367-5021

The number of directors may be increased or decreased from time to time pursuant to the bylaws of this corporation, but shall not be less than one.

ARTICLE VIII. INCORPORATOR

The name and residence street address of the Incorporator, who is over the age of 18 and who is a United States citizen is Lisa A. Krouse, 888 S.E. 3rd Avenue, Suite 500, Ft. Lauderdale, Florida 33316.

THE INCORPORATOR has hereunto set her hand this 9th day of December, 1997.



Lisa A. Krouse,
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Zenith Insurance Management Services, Inc., at the place designated in the Articles of Incorporation, Lisa A. Krouse agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: December 9, 1997


Signature

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