

Document Number Only

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

600002513546--2

-05/06/98-01071-024

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

98 MAY -6 PM 10:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

USIS of Florida, Inc.

☒ Profit - Acts.

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Fict. Filing

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ UCC-1 UCC-3

☐ CUS

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Thanks, Melanie

RECEIVED
98 MAY -6 PM 12:02
DIVISION OF CORPORATION

5-6-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 6, 1998

To: CT CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: USIS OF FLORIDA, INC.
Ref. Number: W98000010224

We have received your document for USIS OF FLORIDA, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

From: Loria Poole
Corporate Specialist

Letter Number: 898A00024926

RECEIVED
98 MAY -7 PM 3:15
DIVISION OF CORPORATIONS

Please
Back-date
to: 5-6-98

Shanks, Melanie

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

USIS OF FLORIDA Associates, Inc.

FILED
98 MAY -6 PM 4:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: USIS of Florida Associates, Inc.

SECOND: The address of the initial principal office and, if different, the mailing address of the corporation is: 3200 North Military Trail, Suite 202, Boca Raton, Florida 33431.

THIRD: The number of shares the corporation is authorized to issue is: 1,000 shares Common Stock - \$.01 Par Value.

FOURTH: Provisions granting preemptive rights are: none.

FIFTH: The street address of the initial registered office of the corporation is: 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its initial registered agent is CT Corporation System.

SIXTH: The number of Directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of the person who is to serve as the Sole Director until the first annual meeting of Shareholders or until his successor is elected and shall qualify, is: Robert Seda, c/o USI Insurance Services Corp., 1800 9th Avenue, Suite 500, Seattle, Washington 98101.

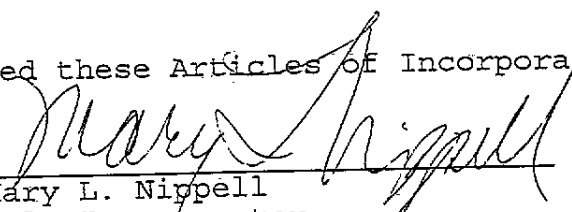
SEVENTH: No Director of this corporation shall be personally liable to the corporation or to its Shareholders for monetary damages for breach of fiduciary duty other than as expressly provided in Section 607.144 of the Florida General Corporation Act. It is the intention of this Article SEVENTH to limit the liability of Directors of this corporation to the fullest extent permitted by the General Corporation Act or by any other present or future provision of Florida law.

EIGHTH: The corporation shall indemnify its officers, directors, employees and agents to the extent permitted by any present or future provision of Florida law. The corporation shall pay and advance expenses to Directors and Officers for matters covered by indemnification to the full extent permitted by such law, and may similarly pay and advance expenses for employees and agents. This Article EIGHTH shall not exclude any

other indemnification or other rights to which any party may be entitled in any matter.

NINTH: The name and address of the Sole Incorporator is: Mary L. Nippell, c/o Mesirov Gelman, et als, 1735 Market Street, Philadelphia, PA 19103.

THE UNDERSIGNED has executed these Articles of Incorporation this 5th day of May, 1998.


Mary L. Nippell
Sole Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED
IN SECTION 607.0501 (3) F.S.: CT CORPORATION SYSTEM
IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS
PROVIDED FOR IN SECTION 607.0505.

REGISTERED AGENT:
CT CORPORATION SYSTEM

May 5, 1998

BY:


MARY ALICE ROGERS
Special Assistant Secretary

FILED
98 MAY -6 PM 4:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA