

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON

P99000044335

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May 14, 1999

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INDEPENDENT CONSULTANTS:
LEE E. Y. DUGHY
PAUL R. CRIFFIT
E. CLINT SMAWLEY
GERALD C. WESTER
(NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:
J. ANDREW KELLER, III, C.P.A.

Via Hand Delivery

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

100002876311--7
-05/17/99--01001--022
*****87.50 *****87.50

Re: AdvanTech Solutions Insurance, Inc.

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for the above-referenced company. I have enclosed a check in the amount of \$87.50 for the filing of Articles of Incorporation and a certificate of status.

Please call me if you have any questions. Thank you for your prompt assistance in this matter.

Sincerely,

Alison Hurley
Alison E. Hurley,
Assistant to Mark E. Kaplan

Enclosures

RECEIVED
99 MAY 14 PM 4:34
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ajc 5/17

**ARTICLES OF INCORPORATION
OF
ADVANTECH SOLUTIONS INSURANCE, INC.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

**ARTICLE I
Name and Address**

The name of the Corporation is AdvanTech Solutions Insurance, Inc. Its principal office and mailing address is 1410 North Westshore Boulevard, Suite 600, Tampa, Florida 33607.

**ARTICLE II
Nature of Business**

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

**ARTICLE III
Stock**

The authorized capital stock of the Corporation shall consist of 7,500 shares of a single class of Common Stock with par value of one cent (\$0.01) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV
Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

Mark E. Kaplan
106 East College Avenue, Suite 1200
Tallahassee, Florida 32301

**ARTICLE V
Term of Corporate Existence**

The Corporation shall exist perpetually unless dissolved according to law.

FILED
99 MAY 14 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Address of Registered Office and Registered Agent

The address of the initial registered office of the Corporation in Florida is 220 South Franklin Street, Tampa, Florida 33602. The name of the initial registered agent of the Corporation at the above address is John N. Giordano. The Board of Directors may from time to time change the registered office to any other address in Florida and change the registered agent.


ARTICLE VII
Indemnification

The Corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representatives, devisees, or heirs, to the fullest extent permitted by law.

ARTICLE VIII
Amendment

These Articles of Incorporation may be amended by an affirmative vote of a simple majority of all outstanding shares of voting stock of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his hand and seal this 14th day of May, 1999.

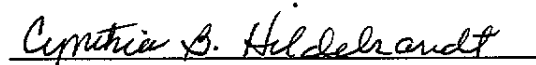


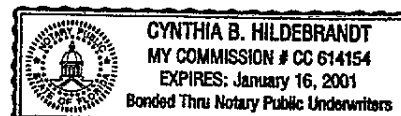
Mark E. Kaplan

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Mark E. Kaplan, for the purpose of lawfully executing these Articles of Incorporation, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 14th day of May, 1999.

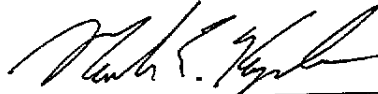

Notary Public
My commission expires:



ADVANTECH SOLUTIONS INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

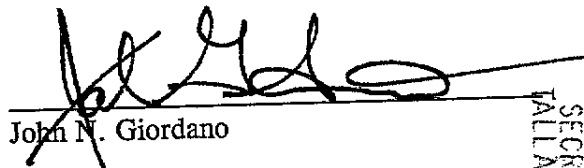
Pursuant to statutes Sections 48.091 and 607.0501, Florida Statutes, AdvanTech Solutions Insurance, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 220 South Franklin Street, Tampa, Florida 33602 as its initial Registered Office and has designated John N. Giordano, located at that address as its initial Registered Agent.



Mark E. Kaplan
Incorporator

ACCEPTANCE OF REGISTERED AGENT

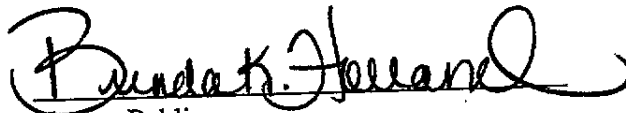
Having been named to accept service of process for AdvanTech Solutions Insurance, Inc. at the place designated in its Articles of Incorporation, the undersigned, John N. Giordano, agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.



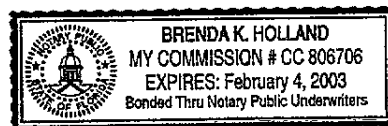
John N. Giordano

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Acceptance of Registered Agent for AdvanTech Solutions Insurance, Inc. was acknowledged before me this 13th day of May, 1999, by John N. Giordano, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.



Notary Public
My Commission Expires:



99 MAY 14 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED