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DECEMBER 20, 1999

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TALLAHASSEE, FLORIDA

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

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

Re: IPA SOUTH INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

Lawrence A. Kirsch

Lawrence A. Kirsch

T. Burch DEC 29 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

IPA SOUTH INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is IPA SOUTH INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

To act as agent or broker for insurers of life, health and property against loss or damage of any kind from any and all causes; to conduct agencies for the placing and writing of casualty, automobile liability, employers liability and other liability of all kinds; to act as intermediary in the making of treaties of reinsurance; to conduct a general insurance agency and brokerage business; to act as agent for bonding, surety and title guaranty companies; to investigate and report upon the cause and extent of insured losses; to adjust, and to act as agent in the payment of same; to attend to the collection of premiums on policies issued by its principals, and to the cancellation, alteration and extension of policies and other contracts made by them, when and as authorized and directed; and to do any and all things incidental to or suitable for the complete accomplishment of the foregoing purposes.

To conduct the business of adjusting disputes and claims between persons or between persons and corporations or between corporations, of whatsoever name or nature, and more especially to engage in the business of adjusting claims by persons insured or their representatives against the insurer, but not to practice law. To engage such experienced and expert adjusters, and other assistants as may be required to carry on such business.

To engage in the business of devising pension plans, profit sharing agreements, tax shelters and similar matter for its customers and others; to do estate planning in all its branches and department; to seek permission from the proper authorities for the registration of such pension plans and agreements; to manage such plans and agreements and to do all things ordinarily done in furtherance of the above purposes. Nothing herein shall be deemed to permit this corporation to practice the profession of law.

To carry on a general investment and management advisory business relating to investments and the operation of businesses, plants, properties, real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof. To maintain executive and operating personnel for the purpose of advising and assisting others in all matters relating to investments and the management and operation of businesses and other properties of every kind. To furnish business investment, financial and management plans and programs, to formulate policies and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties and investments.

To act as public relations and research counsellors and promotion, merchandising and industrial counsellors and business consultants, and in connection therewith to render management, negotiation, research, technical and advisory services to persons, firms, corporations and others in connection with their relations with associates, stockholders, governmental officials and agencies, and the general public and any person or special group.

To serve in an advisory, managerial and consultative capacity to corporations, associations, firms and individuals, and to establish and maintain bureaus, departments and laboratories for industrial, financial, statistical, inventory, market and other research work, and to engage generally in the business of providing, promoting and establishing systems, methods and controls for industrial and managerial efficiency and operations.

To carry on a general mercantile, industrial, investing and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of and generally deal in and with at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, or in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed and other real, personal and mixed property of any and all kinds, together with the components, resultants, and by-products thereof.

To create, manufacture, contract for, buy, sell, import, export, distribute, job and generally deal in and with, whether at wholesale or retail, and as principal, agent, broker, factor, commission merchant, licensor, licensee or otherwise, any and all kinds of goods, wares, and merchandise, and in connection therewith or independent thereof, to establish and maintain, by any manner or means, buying offices, distribution centers, specialty and other shops, stores, mail-order establishments, concessions, leased departments, and any and all other departments, sites and locations necessary, convenient or useful in the furtherance of any business of the corporation.

To develop, experiment with, manufacture, fabricate, produce, assemble, buy, lease or otherwise acquire, hold, own, operate, use, install, equip, maintain, service, process, possess, repossess, remodel, recondition, transport, import, export, sell, lease or otherwise dispose of and generally to deal in and with any and all kinds of raw materials, products, manufactured articles and products, equipment, machinery, devices, systems, parts, tools and implements, apparatus, and goods, wares, merchandise and tangible property of every kind, used or capable of being used for any purpose whatsoever, and wheresoever located.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

Joanne French
1900 NE 59th Court
Fort Lauderdale, Florida 33308

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

Lawrence A. Kirsch
90 State Street
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of December, 1999.



LAWRENCE A. KIRSCH

STATE OF NEW YORK)
COUNTY OF ALBANY) SS.:

The foregoing instrument was acknowledged and sworn to me before this
20th day of December, 1999 by the incorporator of IPA SOUTH INC.

Wendy J. Henderson
Notary Public
My Commission Expires:

WENDY J. HENDERSON
Notary Public, State of New York
No. 01HE5031008
Qualified in Albany County
Commission Expires July 25, 2000

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CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: IPA SOUTH INC.

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

Ms. Joanne French

1900 NE 59th Court

(P. O. BOX NOT ACCEPTABLE)

Fort Lauderdale, Florida 33308

(CITY/STATE/ZIP)

SIGNATURE 

(Corporate Officer)

TITLE President

DATE DECEMBER 22, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325.FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

DATE DECEMBER 22, 1999