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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 21, 1997

CEBA, Inc. of Florida

C T CORPORATION SYSTEM 660 EAST JEFFERSON STREET TALLAHASSEE, FL 32301

SUBJECT: CONTRACTORS EMPLOYEE BENEFITS ADMINISTRATION, INC. OF FLORIDA

Ref. Number: W97000011955

We have received your document for CONTRACTORS EMPLOYEE BENEFITS ADMINISTRATION, INC. OF FLORIDA and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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 an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 797A00027576

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Thank you,

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 22, 1997

C T CORPORATION SYSTEM 660 EAST JEFFERSON STREET TALLAHASSEE, FL 32301

SUBJECT: CEBA, INC. OF FLORIDA

Ref. Number: W97000011955

Contractors Insurance Administrators, Inc. of Florida

We have received your document for CEBA, INC. OF FLORIDA. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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 an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 797A00028042

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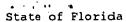
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of rejection - 5-21-97.

Division of Corporations - P.O. BOX 6327-Tallahassee, Florida 32314 Thanks -



Articles of Incorporation

Of

Contractors Insurance Administrators, Inc. of Florida

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: Contractors Insurance Administrators, Inc. of Florida

SECOND: The street address of the principal office of the corporation and its mailing address is:

6805 Capital of Texas Hwy., Suite 315, Austin, Texas, 78731

THIRD: The number of shares the corporation is authorized to issue is Ten Thousand (10,000).

FOURTH: The street address of the initial registered office of the corporation is C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, and the name of its initial registered agent at such address is C T CORPORATION SYSTEM.

FIFTH: The name and address of each incorporator is:

Margaret T. Fitzpatrick

818 West 7th Street, Los Angeles, California 90017

The undersigned have executed these articles of incorporation this 20th day of May, 1997.

Margaret T. Fitzpatrick, Incorporator

Acceptance by the Registered Agent of

Contractors Insurance Administrators, Inc. of Florida as required in Section 607.0501

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

C T CORPORATION SYSTEM

Dated 20th day of May, 1997

M T Fitzpatrick

T. Fitzmatrick (Type Name of Officer)

Assistant Secretary

(Title of Officer)