

ARTICLES OF INCORPORATION
OF
ASSOCIATED INSURANCE SERVICES, INC.

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, hereby adopt the following Articles of Incorporation;

ARTICLE ONE

NAME

The name of the corporation is ASSOCIATED INSURANCE SERVICES, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purposes for which the corporation is organized are to engage in promoting, recruiting, marketing and sales of insurance and insurance products; and to engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.

ARTICLE FOUR

REGISTERED OFFICE

4.01. The street address of the initial registered office of the corporation is 2105 Old Montgomery Highway, Suite 200, Pelham, Alabama, 35124.

4.01. The initial registered agent at that address is Benjamin E. Lloyd, Jr.

ARTICLE FIVE

CAPITAL STOCK

The total number of share that the corporation has authority to issue is 1000 shares of common stock with a par value of One Dollar (\$1.00) per share.

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The number of shares subscribed shall be 1000 and the name and address of the subscribers to the capital stock are as follows:

<u>Name</u>	<u>Number of Shares</u>
Benjamin E. Lloyd, Jr. 2241 Hearthwood Circle Birmingham, AL 35242	510
Ann B. Lloyd 2241 Hearthwood Circle Birmingham, AL 35242	490

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial Board of Directors shall be the same number as the number of persons listed in this Article Six. The names and addresses of the persons constituting the initial Board of Directors and who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify, are as follows:

Benjamin E. Lloyd, Jr.
2241 Hearthwood Circle
Birmingham, AL 35242

Ann B. Lloyd
2241 Hearthwood Circle
Birmingham, AL 35242

ARTICLE SEVEN

INCORPORATORS

The names and addresses of the incorporators are:

Benjamin E. Lloyd, Jr.
2241 Hearthwood Circle
Birmingham, AL 35242

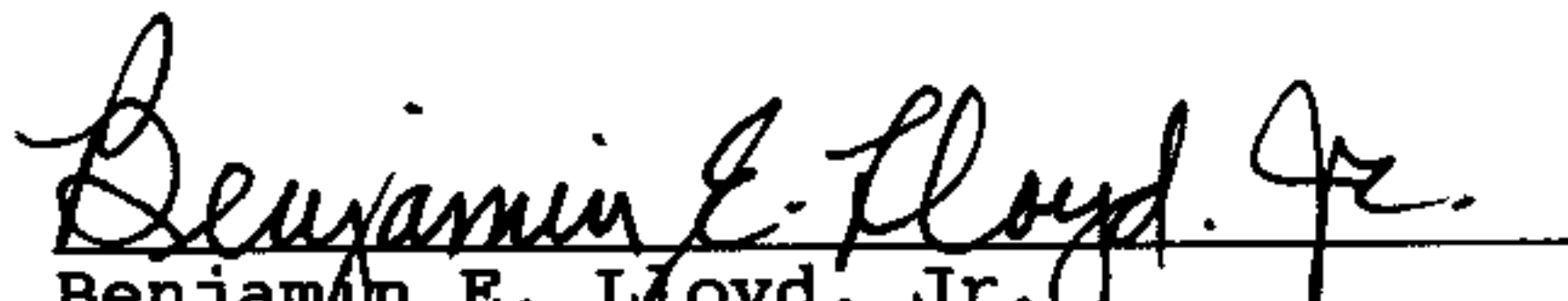
Ann B. Lloyd
2241 Hearthwood Circle
Birmingham, AL 35242

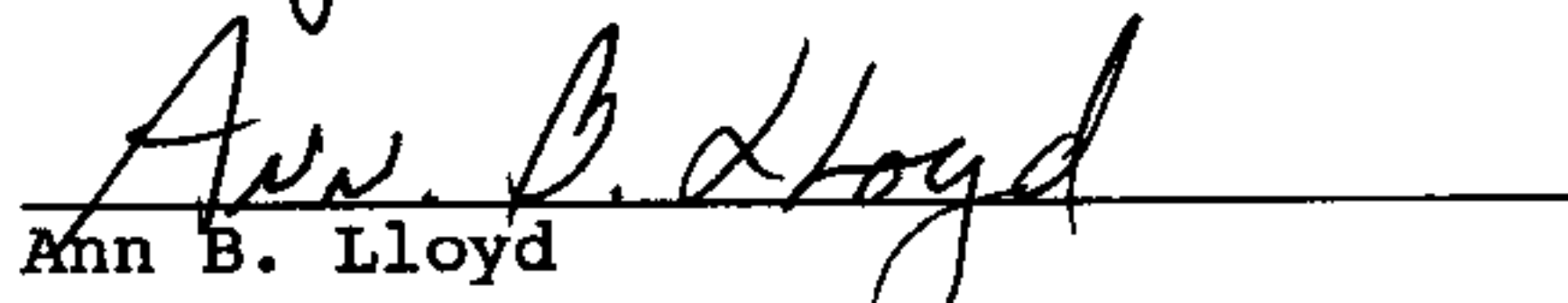
ARTICLE EIGHT

SUBCHAPTER S ELECTION

The Corporation formed hereunder shall hereby elect treatment pursuant to Subchapter S of the Internal Revenue Code.

I, the undersigned, have subscribed my name this the ____ day of **January**, 1996.


Benjamin E. Lloyd, Jr.


Ann B. Lloyd

STATE OF ALABAMA

I, **Jim Bennett**, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Associated Insurance Services, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of James R Kramer, PO Box 1012, Alabaster, AL 35007 for a period of one hundred twenty days beginning November 14, 1995 and expiring March 14, 1996.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

November 14, 1995

Date

Jim Bennett

Jim Bennett

Secretary of State

[Handwritten signature]

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