

**ARTICLES OF INCORPORATION
OF
MANAGEMENT ADMINISTRATION GROUP, INC.**

1. The name of the corporation is Management Administration Group, Inc.
2. The number of shares of capital stock the corporation is authorized to issue is 1,000 shares of common stock, par value \$.01 per share.
3. The street address of the corporation's initial registered office is 31 Inverness Center Parkway, Suite 220, Birmingham, Alabama 35242. The name of its initial registered agent at that office is Joseph W. Hillin, Sr.
4. The name and address of the incorporator of the corporation are Joseph W. Hillin, Sr. and 31 Inverness Center Parkway, Suite 220, Birmingham, Alabama 35242, respectively.
5. (a) The names and addresses of the individuals who are to serve as the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Joseph W. Hillin, Sr.	31 Inverness Center Parkway Suite 220 Birmingham, Alabama 35242
Dorothy A. Hillin	31 Inverness Center Parkway Suite 220 Birmingham, Alabama 35242

(b) The number of directors shall be one or more, as specified in the bylaws of the corporation. The bylaws may establish a variable range for the size of the board of directors by fixing a minimum and a maximum number of directors. The number of directors may be fixed or changed from time to time, within the minimum and maximum, by the shareholders of the corporation.


6. The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, including, but not limited to the ownership, management,

and operation of an insurance agency, and, in connection therewith, the provision of certain management and clerical services related to the insurance brokerage business.

7. A director of the corporation shall not be liable to the corporation or its shareholders for money damages for any action taken, or failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the corporation or its shareholders. If the Alabama Business Corporation Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Act, as amended, or any successor statute thereto. Any repeal or modification of this provision by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or modification.

8. No shareholder shall have a preemptive right to purchase shares of any class of capital stock of the corporation, including treasury shares.

The undersigned, the incorporator of the corporation, executes these Articles of Incorporation this 17th day of April, 1996, which Articles of Incorporation shall be effective upon filing.


Joseph W. Hillin, Sr.

This instrument prepared by:
Robert C. Walthall
Bradley, Arant, Rose & White
2001 Park Place, Suite 1400
Birmingham, Alabama 35203

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:

Management Administration Group, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Martha Smith, PO Box 830709, Birmingham, AL 35283-0709 for a period of one hundred twenty days beginning April 17, 1996 and expiring August 16, 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.

April 17, 1996

Date



Jim Bennett

A handwritten signature in cursive script that reads 'Jim Bennett'.

Secretary of State

Inst # 1996-12557

04/18/1996-12557
08:34 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MCD 90.00