

ARTICLES OF INCORPORATION
OF
COMMERCIAL & TRANSPORTATION INSURANCE SERVICES, INC.

1. The name of the corporation is Commercial & Transportation Insurance Services, Inc.

2. The number of shares of capital stock the corporation is authorized to issue is 100 shares of common stock, par value \$.01 per share.

3. The street address of the corporation's initial registered office is 712 Cahaba Manor Trail, Pelham, Alabama 35124, and the name of its initial registered agent at that office is Samantha Kaye Milam.

4. The name and address of the incorporator of the corporation is Samantha Kaye Milam, 712 Cahaba Manor Trail, Pelham, Alabama 35124.

5. (a) The name and address of the individual who is to serve as the initial director of the corporation is as follows:

<u>Name</u>	<u>Address</u>
Samantha Kaye Milam	712 Cahaba Manor Trail Pelham, Alabama 35124

(b) The number of directors shall be one or more, as specified in or fixed 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 board of directors.

6. The purpose or purposes for which the corporation is organized are, and the corporation is hereby expressly authorized to engage in, the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, including, without limitation, the following: (i) selling automobile, comprehensive, property, casualty, surety and other insurance; (ii) the transaction of any business necessary or convenient to

accomplish the foregoing; and (iii) engaging in all activities of every kind and nature which are related, directly or indirectly, to any of the foregoing.

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 on the date set forth below, which Articles of Incorporation shall be effective upon filing.

 Date: 6-5-97
Samantha Kaye Milam
Incorporator

This instrument prepared by:

Jay R. Bender
Bradley Arant Rose & White LLP
P.O. Box 830709
Birmingham, Alabama 35283-0709

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:

Commercial & Transportation Insurance Services, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mark Dowdy, 2001 Park Place Ste 1400, Birmingham, AL 35203-2736 for a period of one hundred twenty days beginning May 30, 1997 and expiring September 28, 1997.

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.

May 30, 1997

Date



Jim Bennett

Secretary of State



Inst # 1997-17759

06/06/1997-17759
09:15 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 SNA 90.00