

9743445

12/17/1997

PROFESSIONAL CLAIMS ADJUSTERS, INC.

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9743445
EFFECTIVE DATE: 12/17/1997
COUNTY : COBB
REFERENCE : 0070
PRINT DATE : 12/17/1997
FORM NUMBER : 311

WILLIAM J. MCKENNEY
1349 W. PEACHTREE STREET
SUITE 1680
ATLANTA, GA 30309

CERTIFICATE OF INCORPORATION

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

PROFESSIONAL CLAIMS ADJUSTERS, INC.
A DOMESTIC PROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

ARTICLES OF INCORPORATION

I.

The name of the Corporation:

Professional Claims Adjusters, Inc.

II.

The corporation is organized pursuant to the provisions of the Georgia Business Corporation Code, and is authorized to issue five hundred thousand shares (500,000) of common stock at no par value.

III.

The corporation has perpetual duration, and the street address of the initial registered office within Cobb County, State of Georgia is 3279 Vandiver Drive, Marietta, Georgia, 30066. The registered agent at said location is David L. Zinnershine.

IV.

The name and address of the incorporator is:

William J. McKenney, Esq.
1349 West Peachtree Street
Suite 1680
Atlanta, Georgia 30309

V.

The mailing address of the initial principal office is:

Professional Claims Adjusters, Inc.
3279 Vandiver Drive
Marietta, Georgia 30066

VI.

The corporation is a corporation for profit and is organized for the following purposes:

To own, manage, operate, conduct, maintain and carry on the business of negotiation and preparation of real property and personal damage claims; to resolve and compromise claims on behalf of third parties; to appraise all types of property, evaluate claims, perform site inspections, retain other experts, and to perform all support services as may be required to facilitate these purposes.

To build, lease, franchise, purchase, or otherwise acquire equipment and computers and maintain such structures, buildings, offices, or stores as may be necessary for the furtherance of such business.

To deal in every lawful manner whatsoever in any and all negotiable or non-negotiable instruments, bills of lading, or related documents.

To establish leases, patents, copyrights, rights and franchises within and without the state. To construct, equip, purchase, sell, and own instrumentalities of every nature and description which are necessary to any purpose of the business.

To buy, sell, manufacture, repair, alter, exchange, let or hire, distribute and deal in all kinds of articles and things which may be required for the purpose of the business or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the businesses.

To create, lease, and maintain dealerships, commissioned agents, and sales personnel

throughout the United States and Europe and to do all things incidental, necessary and proper thereto.

To buy, sell, exchange, lease, sub-divide and to improve real estate and personal property of all types with all the usual services for itself and others, and to advance money and enter into all lawful agreements with persons, partnerships, corporations, or other entities to promote its business. All of the above may be done directly or through ownership of stock in any corporation which can lawfully be done now or in the future under the laws of the State of Georgia.

To do each and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation.

IN FURTHERANCE OF AND NOT IN LIMITATION OF the general powers conferred by the laws of the State of Georgia and the objects and purposes herein set forth, it is expressly provided that to such extent as a corporation organized under the Georgia Business Corporation Code may now or hereafter lawfully do, the corporation shall have power to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incidental to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly

or indirectly to promote the interests of the corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be authorized to do or to exercise under the Georgia Business Corporation Code or under any amendatory thereof, supplemental thereto or substituted therefor.

The foregoing provisions shall be construed both as to purposes and powers. The foregoing enumeration of specific purposes and powers herein specified shall, except when otherwise provided for, be in no way limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of these Articles of Incorporation.

VII.

(a) The five hundred thousand (500,000) shares of common stock (no par value) are entitled to the entire stock voting power in regard to the corporation, to all dividends declared, and to all assets of the corporation upon liquidation.

(b) In the event of any dissolution or liquidation, or the winding up of the affairs of the corporation, after provisions for payment of the debts and other liabilities of the corporation have been made, the holders of the common stock shall be entitled to receive, out of the net assets of the corporation, an amount in cash for each share equal to the par value of each share as established by the corporation, plus an amount equal to any dividends payable to such holder which are then unpaid under a declaration of the Board of Directors.

(c) This corporation shall have the power, at its option, to purchase and acquire

any and all of its shares owned and held by any such stockholder, or in the event of the death of any such shareholder, upon the following terms and conditions, to wit:

(1) The shareholder desiring to sell, transfer, or otherwise dispose of his stock, must give thirty (30) days advance notice by registered mail of his intention to make such disposition, said notice being deemed sufficient if and when addressed to the corporation at its principal office as set forth in its charter. The corporation shall thereupon have the option within such thirty (30) days to purchase all such shares. The election to exercise the option shall be in writing and mailed by registered mail to the party desiring to dispose of his shares, said notice being deemed sufficient if and when addressed to said party at his address as it appears on the registry books of the corporation; or

(2) Upon the death of any shareholder of this corporation, said corporation shall have the option to purchase all of the shares of said corporation owned by the decedent by serving written notice on the administrator or executor of the decedent's estate within thirty (30) days after the qualification of such administrator or executor, and notice being deemed sufficient if and when mailed by registered mail to the address of such administrator or executor as it appears in the last issued city or telephone directory;

(3) The purchase price, in either event, shall be payable in cash, and shall be the book value of the stock as of the first notice, as determined according to accepted accounting practices or for a sum computed by assigning to the entire common stock of the corporation a value five (5) times the average annual net earnings during the five (5) years

immediately preceding the event and shall be binding upon the parties; and further

(4) If the shares aforesaid are not purchased by said corporation within the time hereinbefore specified, such shareholder or the administrator or executor of such decedent shareholder shall be free to dispose of his shares to any person whomsoever; provided, however, that

(5) Any such shares as are purchased, as aforesaid, by said corporation shall be divided or assigned by the then secretary of the corporation, each their respective pro rata share, on the payment by such shareholders of the proportionate amount of the purchase price hereof, and upon thirty (30) days notice to all such remaining shareholders, by registered mail, sent to each of them to the address appearing on the registry books of said corporation; but, in the event that:

(6) Any such remaining shareholder declines or fails, within said thirty (30) days, to exercise the aforementioned right to acquire his proportionate share of such purchased shares, then and thereupon, the other remaining shareholders shall have the right to acquire such portion of said shares; but, in the event that

(7) Any of the aforementioned purchased shares is not taken and purchased by any or all of the remaining shareholders, then and thereupon the remaining shares heretofore acquired by the corporation shall become its treasury shares, to be subsequently held or reissued in any manner and under such terms as the Board of Directors may determine.

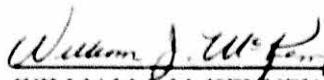
(d) The Board of Directors of the corporation may, from time to time and at its discretion, distribute a portion of its assets to its shareholders out of capital surplus of the corporation.

(e) The corporation may, upon an adoption of resolution by its Board of Directors, purchase its own shares to the extent of unreserved and unrestricted capital surplus available for said purchase.

VIII.

The corporation shall be vested with all the rights and powers now or hereafter given by the State of Georgia to do any and all things which may be needed, needful, or proper in the operation of the above-described business and that said corporation shall be governed by the by-laws as determined by the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned executes these articles of Incorporation.


WILLIAM J. MCKENNEY
Attorney for Corporation

MCKENNEY & FROELICH
Two Midtown Plaza, Suite 1680
1349 West Peachtree Street
Atlanta, Georgia 30309
(404) 881-1111

SECRETARY OF STATE
DEC 11 1 59 PM '97
BSR (4)

CONSENT TO APPOINTMENT AS REGISTERED AGENT

To: Lewis Massey
Secretary of State
Corporations Division
Suite 306 - West Tower
2 Martin Luther King, Jr., Drive, S.E.
Atlanta, Georgia 30334

I, DAVID L. ZINNERSHINE do hereby consent to serve
as registered agent for the corporation PROFESSIONAL CLAIMS ADJUSTERS, INC.

This 17th day of December, 1997.



DAVID L. ZINNERSHINE



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334-1530
(404) 856-2817

TRANSMITTAL INFORMATION FOR GEORGIA
PROFIT OR NONPROFIT CORPORATIONS

J. F. GULLION
Director

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

| | | | | | |
|----------------------------|------------------|--------------------|-----------------|-----------------|----------------|
| DOCKET # | <u>973510496</u> | PENDING CONTROL # | <u>P208392</u> | CONTROL # | <u>9743445</u> |
| Bucket Code | <u>311</u> | Corporation Type | <u>SP</u> | | |
| Date Filed | <u>12-17-97</u> | Amount Received \$ | <u>60</u> | Check/Receipt # | <u>788</u> |
| Jurisdiction (County) Code | <u>33</u> | | | | |
| Examiner | <u>70</u> | Date Completed | <u>12-17-97</u> | | |

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

| | |
|----|---|
| 1. | <u>973510496</u> Corporate Name Reservation Number <u>Professional Claims Adjusters, Inc.</u> Corporate Name (exactly as appears on name reservation) |
| 2. | <u>William J. McKenney, Esq.</u> Applicant/Attorney <u>1349 W. Peachtree Street, Suite 1680</u> Address <u>Atlanta</u> <u>Georgia</u> <u>30309</u> City State Zip Code <u>404-881-1111</u> Telephone Number |
| 3. | NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.) 1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM) 2. ORIGINAL ARTICLES OF INCORPORATION 3. ONE COPY OF ARTICLES OF INCORPORATION I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Intent to Incorporate and a publishing fee of \$40.00 has been mailed or delivered to the authorized newspaper as required by law. |
| | <u>William J. McKenney</u> Authorized Signature Attorney for Corporation (404) 881-1111 |
| | <u>12-17-97</u> Date |