

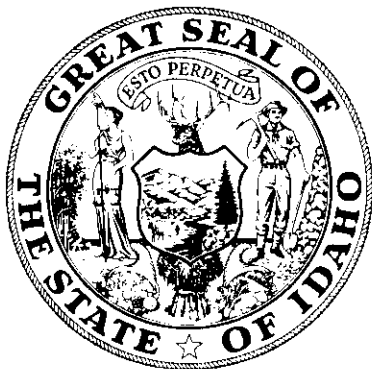
CERTIFICATE OF AUTHORITY  
OF

**ADJUSTORS CORPORATION OF AMERICA, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **ADJUSTORS CORPORATION OF AMERICA, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **ADJUSTORS CORPORATION OF AMERICA, INC.** to transact business in this State under the name **ADJUSTORS CORPORATION OF AMERICA, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **June 29, 1983**



SECRETARY OF STATE

Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is ADJUSTORS CORPORATION OF AMERICA, INC.
2. \*The name which it shall use in Idaho is same as above
3. It is incorporated under the laws of New York
4. The date of its incorporation is September 10, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o Kroll, Pomerantz & Cameron, 500 Fifth Avenue, NY, NY 10110
6. The address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street, Boise, Idaho 83702 and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
To act as representative, broker and/or agent for or on behalf of persons, firms, associations or corporations desiring to obtain insurance or reinsurance protection.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Morton Greenspan	President & Director	216-43 28th Rd., Bayside, NY 11360
Phil White	Executive Vice-President	820 West End Ave., NY, NY 10025
Sol Kroll	Secretary & Director	32 Stonewall Lane, Mamaroneck, NY 10543
Edward M. Cameron, III	Treasurer & Director	2679 Evergreen, Yorktown Heights, NY 10598
Roy E. Pomerantz	Director	9 Oriole Rd., New City, New York 10956
Elliott Kroll	Director	32 Larry's Lane, Peekskill, N.Y. 10570

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
250	Common	no par value

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100</u>	<u>Common</u>	<u>no par value</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June 9, 1983.

ADJUSTORS CORPORATION OF AMERICA, INC.

By Philip R. White

Its Exe. Vice President

and [Signature]

Its \_\_\_\_\_ Secretary

STATE OF New York )

COUNTY OF New York ) ss:

I, Mary Ellen Burns, a notary public, do hereby certify that on this 9th day of June, 1983, personally appeared before

me Philip R. White, who being by me first duly sworn, declared that he

is the Executive Vice President of Adjustors Corporation  
of America, Inc.

that he signed the foregoing document as Executive VP of the corporation and that the statements therein contained are true.

MARY ELLEN BURNS  
Notary Public, State of New York  
No. 411-488482  
Qualified in Greater New York  
Commission Expires March 31, 1985

Mary Ellen Burns  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

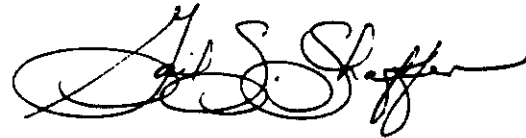
State of New York }  
Department of State } ss. :

821

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on*

JAN 5 1983

A handwritten signature in cursive script, appearing to read "J. S. Sheffer", written in dark ink.

*Secretary of State*

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CERTIFICATE OF INCORPORATION  
OF  
ADJUSTORS CORPORATION OF AMERICA, INC.

UNDER SECTION 402 OF THE  
BUSINESS CORPORATION LAW

I, the undersigned, being over the age of 21 years,  
for the purpose of forming a corporation pursuant to Section  
402 of the Business Corporation Law of New York, do hereby  
certify:

FIRST: The name of the corporation is:  
ADJUSTORS CORPORATION OF AMERICA, INC.

SECOND: The purposes for which it is formed are:

A796447

To act as representative and agent of and for, and  
in any lawful manner for and on behalf of persons, firms,  
associations and corporations desiring to purchase, contract  
for or obtain insurance or reinsurance protection of any kind  
character whatsoever; to act as representative and broker for  
and on behalf of persons, firms, associations and corporations  
desiring to purchase, contract for or obtain insurance or  
reinsurance protection of any kind or character whatsoever. In  
furtherance of its corporate purposes, the corporation shall have  
all of the powers enumerated in Section 202 of the Business

Corporation Law of the State of New York.

That in addition to the above primary purposes, the corporation shall have the further general purposes and powers as follows:

To examine into, investigate and evaluate all kinds and types of products.

To examine into, investigate and evaluate claims and losses, and to perform and conduct loss adjustments, inspections, consultant services, and any and all other services pertaining thereto and in connection therewith.

To act as an intermediary between insurance companies of any kind or class; to act as an agent in obtaining reinsurance for insurance companies; to act as an underwriting manager for reinsurance operations, and to perform any and all acts in connection with and incident to the foregoing function.

To generally act as agent and representative of and for, and in any lawful manner for and on behalf of insureds, insurers and reinsurers, in any and all things which now and hereafter may lawfully be done by persons, firms or corporations lawfully engaged in business as insurance agents, insurance brokers or loss adjusters.

To purchase, lease or otherwise acquire, hold, improve, sell, lease, mortgage and generally deal in lands and buildings and interests therein.

To act as principal, agent, partner, joint venturer or in any other legal capacity in any transaction.

To acquire and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, subscribe for, hold, own, pledge and otherwise dispose of and vote shares of stock, bonds and securities of any other corporation, domestic or foreign.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body, politic or government or colony or dependency thereof, conducive to the attainment of any of the objects or purposes of the corporation.

To borrow money and issue bonds, debentures, notes and evidence of indebtedness and to secure the payment or performance of its obligations by mortgage, deed of trust, pledge or otherwise.

To purchase, hold, sell and transfer the shares of its own capital stock so far as may be permitted by the laws of the State of New York.

To have one or more offices within or without the State of New York, to carry on all or any of its operations and business and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the States, districts, territories of the United States, and in any and all foreign countries, subject to the laws

of such state, district, territory, colony or country.

The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the State of New York upon corporations formed under the laws of the State of New York.

THIRD: The office of the corporation is to be located in the City, County and State of New York.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Two-Hundred-Fifty (250) shares without par value.

FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is c/o Kroll, Killarney, Pomerantz and Cameron, 500 Fifth Avenue, New York, New York 10110.

SIXTH: The accounting period which the corporation intends to establish as its first calendar or fiscal year for reporting the franchise tax on business corporations imposed by Article 9A of the Tax Law is the period ending December 31.



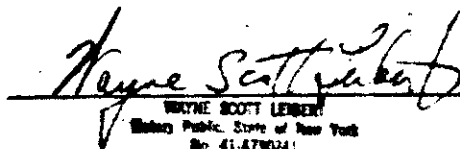
IN WITNESS WHEREOF, I have hereunto signed and  
acknowledged this certificate this 14<sup>th</sup> day of August  
1981.



EDWARD M. CAMERON, III  
565 Fifth Ave.  
N.Y., N.Y. 10116

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) ss

On this 14<sup>th</sup> day of August, 1981, before  
me personally came Edward M. Cameron, III to me known  
to me to be the person described in and who executed the fore-  
going certificate and he duly acknowledged to me that he had  
executed the same.



WAYNE SCOTT LEIBER  
Notary Public, State of New York  
No. 41-6790741  
Qualified in Queens County  
Commission Expires March 26, 1982

NYS DEPARTMENT OF STATE

FILING RECEIPT

NAME RESERVATION (BUSINESS)

CORPORATION NAME

ADJUSTORS CORPORATION OF AMERICA, INC. (RES. FOR 60 DAYS)

DATE FILED

08/12/81

DURATION & COUNTY CODE

FILM NUMBER

A789029-1

CASH NUMBER

649436

NUMBER AND KIND OF SHARES

LOCATION OF PRINCIPAL OFFICE

COMMENTS

FOR KROLL KILLARNEY POMERANTZ & CAMERON (SUBMIT CTF. WHEN  
SP-M FILING)

ADDRESS FOR PROCESS

REGISTERED AGENT

FEES AND/OR TAX PAID AS FOLLOWS

AMOUNT OF CHECK \$

AMOUNT OF MONEY ORDER \$

00020.00

AMOUNT OF CASH \$

DOLLAR FEE TO COUNTY

FILE NO

FILER NAME AND ADDRESS

TAX

CERTIFIED COPY

20.00 CERTIFICATE

KROLL KILLARNEY POMERANTZ & CAMERON  
900 FIFTH AVE.

TOTAL PAYMENT \$

0000020.00

NEW YORK

NY 10101

REFUND OF \$

TO FOLLOW

0080-818 (1/78)

BASIL A. PATERSON, SECRETARY OF STATE

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7  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED SEP 10 1981

AMT. OF CHECK \$ 169  
FILING FEE \$ 100  
TAX \$ 100  
COUNTY FEE \$ 100  
COPY \$ Comp 9  
CERT \$ 100  
REFUND \$ 100  
SPEC HANDLE \$ 100

BY: P.N.Y.

CERTIFICATE OF INCORPORATION

OF

ADJUSTORS CORPORATION OF AMERICA, INC.

Under Section 402 of the  
Business Corporation Law

4786447

Law Office

*Knoll, Killarney, Pomerantz & Cameron*

500 Fifth Avenue

New York, N.Y. 10036

P-H