

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>200,000</u>	<u>Common</u>	<u>1</u>	<u>No Par</u>

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>200,000</u>	<u>Common</u>	<u>1</u>	<u>No Par</u>

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 200,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 4,000,000.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0% [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 4/21/03

RSC Insurance Brokerage, Inc.
Print Exact Name of Corporation Making Application

By MB Christ
 President or Vice President (check one)

By MB Christ ^{AND}
 Secretary or Assistant Secretary (check one)

STATE OF Massachusetts
COUNTY OF Middlesex

In Framingham, on this 21 day of April, 03, personally appeared before me Michael B. Christian who, being by me first duly sworn, declared that he/she is the President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Michael B. Christian
Notary Public
My Commission Expires: 3/31/06

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

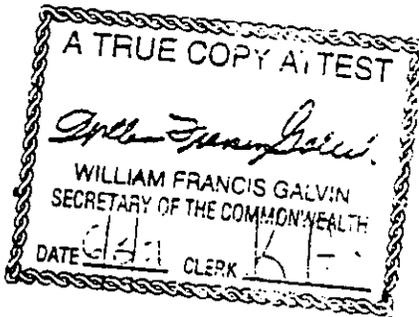
I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 100 having been paid, said articles are deemed to have been filed with me this 14th day of May 20 01.

Effective date _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

CLERK OF THE COMMONWEALTH
MAY 14 11:29 AM 2001



TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Daniel A. DeBryuckere, Esquire
342 North Main Street, P.O. Box 3040
Andover, Massachusetts 01810

Telephone (978) 475-0377

BA

Examiner

FEDERAL IDENTIFICATION NO. 8132410

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

021

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

SALES
1/12
Name
Approved

I, Michael Christian, President / Vice-President

and Michael Christian, Clerk / Assistant Clerk

of Andrew-Anthony Insurance Agency of Mass., Inc.
(Exact name of corporation)

located at One Speen Street, Framingham, Mass.
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

ARTICLE 1 (change of name from Andrew-Anthony Insurance Agency of Mass, Inc. to RSC Insurance Brokerage)
(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on APRIL 12, 20 01, by vote of

200,000 shares of common, no par of 200,000 shares outstanding.
(type, class & series, if any)

 shares of of shares outstanding, and
(type, class & series, if any)

 shares of of shares outstanding.
(type, class & series, if any)

~~being at least a majority of each type, class or series outstanding and entitled to vote thereon; / or~~ ~~being at least a majority of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of which no rights are adversely affected (hereby)~~

Approved by
Wm. Speen Street
2001
5-3-2001

C
P
V
R.A

4

PC

*Delete the inapplicable word. **Delete the inapplicable clause.
For amendments adopted pursuant to Chapter 156B, Section 70
For amendments adopted pursuant to Chapter 156B, Section 71
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring such addition is clearly indicated.

To change the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

NOT APPLICABLE

The total presently authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

Change the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adapting the amendment, a later effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: N/A

SIGNED UNDER THE PENALTIES OF PERJURY, this 12TH day of APRIL, 20 01

M. B. Chittie

*President *~~Asst. President~~

M. B. Chittie

*Clerk *~~Assistant Clerk~~

Delete the inapplicable words.

Certificate

I, Michael Christian being the duly elected and incumbent Clerk and President of the RSC Insurance Brokerage, Inc., certify that the following is a true extract record of a special meeting of the stockholders of said Corporation, duly called for and held on the 31st day of May, 2001 at the offices of RSC Insurance Brokerage, Inc., located in Framingham, Massachusetts, a quorum being present and voting and the President in the chair:

Upon motion, duly made and seconded, it was thereupon

VOTED: That the Clerk and President, Michael Christian, be and hereby is authorized and instructed to solicit business on behalf of RSC Insurance Brokerage, Inc., and is further authorized and instructed to do all things necessary to solicit business on behalf of said corporation.

Attest: Michael S. Chute

Clerk

Date: May 31, 2001

I further certify that since said meeting the aforesaid vote has not been revoked, amended, and that it remains in full force and effect at this date.



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

June 6, 2001

TO WHOM IT MAY CONCERN:

I hereby certify that

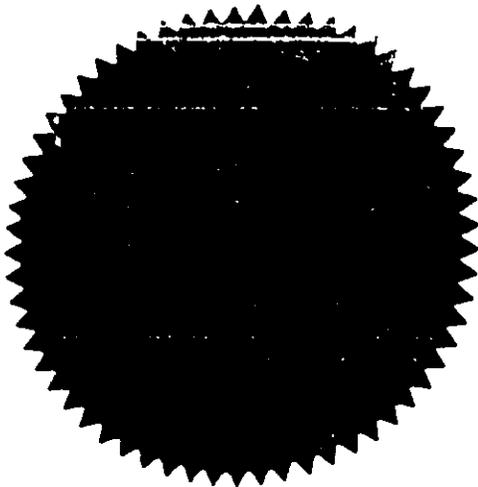
ANDREW -ANTHONY INSURANCE AGENCY OF MASSACHUSETTS, INC.

appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on **July 5, 1994**.

I also certify that by Articles of Amendment filed here **May 14, 2001**, the name of said corporation was changed to

RSC INSURANCE BROKERAGE, INC.

I also certify that so far as appears of record here, said corporation still has legal existence.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

D

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE
MICHAEL J. CONNOLLY, Secretary
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLES OF ORGANIZATION (Under G.L. Ch. 156B)

ARTICLE I

The name of the corporation is:

Andrew-Anthony Insurance Agency
of Massachusetts, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

KMK ~~To operate one or more insurance agencies; to sell insurance and consult on all matters relating to insurance; and to carry on any business and engage in any activities, whether or not related to the foregoing, as may be permitted to a corporation organized under Chapter 156B of the General Laws of the Commonwealth of Massachusetts, as from time to time amended.~~

TO ACT EXCLUSIVELY AS AN INSURANCE AGENT OR BROKER IN ACCORDANCE WITH SECTION 174 OF CHAPTER 175 AND ACTS IN AMENDMENT THEREOF.

^A
of MOLA

97-186972

C
P
M
R.A.

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

Examiner

Name Approved

*Ralph J. Danvers
Deputy Commissioner
6.30.74*

CM
[Signature]

ARTICLE III

The type and classes of stock and the total number of shares and par value, if any, of each type and class of stock which the corporation is authorized to issue is as follows:

WITHOUT PAR VALUE STOCKS

TYPE	NUMBER OF SHARES
COMMON:	200,000
PREFERRED:	

WITH PAR VALUE STOCKS

TYPE	NUMBER OF SHARES	PAR VALUE
COMMON:		
PREFERRED:		

ARTICLE IV

If more than one type, class or series is authorized, a description of each with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each type and class thereof and any series now established.

N/A

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

N/A

ARTICLE VI

Other lawful provisions, if any, for the conduct and regulation of business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders: (If there are no provisions state "None".)

SEE CONTINUATION SHEETS VI-A and VI-B.

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

3-INCOR/06A

ARTICLES OF ORGANIZATION -- Continuation Sheet VI-A

The By-Laws of the Corporation may provide that the directors may make, amend or repeal the By-Laws, in whole or in part, except with respect to any provision thereof which, by law, the Articles of Organization, or the By-laws, require action exclusively by the stockholders entitled to vote thereon; but any By-Law adopted by the Board of Directors may be amended or repealed by the stockholders.

All meetings of stockholders of the Corporation may be held within the Commonwealth of Massachusetts or elsewhere within the United States. The place of such meetings shall be fixed in, or determined in the manner provided in, the By-Laws.

The Corporation may be a partner, general or limited, in any business enterprise which it would have the power to conduct by itself.

ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

The information contained in ARTICLE VIII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

ARTICLE VIII

a. The street address of the corporation IN MASSACHUSETTS is: (post office boxes are not acceptable)

Ten Post Office Square, Suite 600S, Boston, MA 02109

b. The name, residence and post office address (if different) of the directors and officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	John J. Covelli	35 Capital St. Newton, MA 02158	Ten Post Office Sq., Suite 600S Boston, MA 02109
Treasurer:	John J. Covelli	SAME AS ABOVE	SAME AS ABOVE
Clerk:	John J. Covelli	SAME AS ABOVE	SAME AS ABOVE
Directors:	John J. Covelli	SAME AS ABOVE	SAME AS ABOVE
	John Paul Sutrich	165 Friend St., #3 Boston, MA 02114	165 Friend St., #3 Boston, MA 02114
	G. Stephen King	117 West Barn N. Attleboro, MA 02760	117 West Barn N. Attleboro, MA 02760

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December

d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is: N/A

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF and under the pains and penalties of perjury, I/WE, whose signature(s) appear below as incorporator(s) and whose names and business or residential address(es) ARE CLEARLY TYPED OR PRINTED beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 16 day of June 1994


Kathleen A. King

Conn, Kavanaugh, Rosenthal, Peisch & Ford

Ten Post Office Square
Boston, MA 02109

(617) 482-8200

NOTE: If an already-existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

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1994 JUL -5 PM 3:48

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of these articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$200 having been paid, said articles are deemed to have been filed with me this 5TH day of JULY 1994

Effective date

Michael Joseph Connolly
MICHAEL J. CONNOLLY
Secretary of State

FILING FEE: 1/10 of 1% of the total amount of the authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than one dollar or no par stock shall be deemed to have a par value of one dollar per share.

4320 M

PHOTOCOPY OF ARTICLES OF ORGANIZATION TO BE SENT

Bob B. Rosenthal, Esq.
Conn, Kavanaugh, Rosenthal, Peisch & Ford

Ten Post Office Square

Boston, MA 02109

Telephone (617) 482-8200