

CERTIFICATE OF INCORPORATION

OF

BMS&K INC.

1. The name of the corporation is BMS&K Inc.
2. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of common stock which the Corporation shall have authority to issue is One Thousand (1,000), and the par value of each share is one cent (\$.01).
5. The name and mailing address of the sole incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Gregg J. Berman	Fulbright Jaworski & Reavis McGrath 345 Park Avenue New York, New York 10154

5. The Corporation is to have perpetual existence.
7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the By-Laws of the Corporation.

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8. Meetings of the stockholders of the Corporation may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provisions contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation. Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

9. Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditors or stockholders thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise

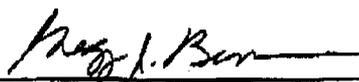
or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

10. No director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, as the same exists or hereafter may be amended or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware General Corporation Law. Any repeal or modification of this paragraph by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a

director of the Corporation existing at the time of such repeal or modification.

11. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming the Corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying that this is his act and deed and the facts herein stated are true, and accordingly has hereunto set his hand this 12th day of December, 1990.



Gregg J. Berman

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

* * * * *

BMS&K INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by the unanimous written consent of its members filed with the minutes of the Board, duly adopted resolutions proposing and declaring advisable an amendment to the First Article of the Certificate of Incorporation of BMS&K INC. and directing the presentation of such resolution to the sole stockholder of the Corporation for its consideration:

RESOLVED, that the Certificate of Incorporation of BMS&K Inc. be, and it hereby is, amended by changing the First Article thereof so that, as amended, said Article shall read in its entirety as follows:

"1. The name of the corporation is Black, Manafort, Stone & Kelly Inc."

SECOND: That in lieu of a meeting and vote of stockholders entitled to vote thereon, the sole stockholder has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

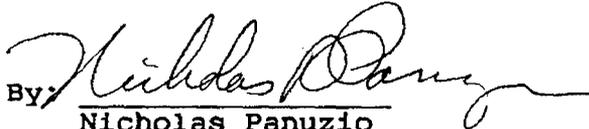
THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said BMS&K Inc. has caused this Certificate to be signed by Charles R. Black, Jr., the President of the Corporation, and attested to by Nicholas Panuzio, Secretary of the Corporation, this 31st day of January, 1991.

BMS&K INC.

By: 
Charles R. Black, Jr.
President

ATTEST:

By: 
Nicholas Panuzio
Secretary

IN WITNESS WHEREOF, Black, Manafort, Stone & Kelly Inc. has caused this Certificate to be signed by Virginie Niedermayer the Vice President of the Corporation, and attested to by Renée E. Becnel, Secretary of the Corporation, this 15th day of April, 1996.

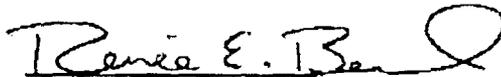
Black, Manafort, Stone & Kelly Inc.

By:


Virginie Niedermayer
Vice President

ATTEST:

By:


Renée E. Becnel
Secretary

**STATE OF DELAWARE
CERTIFICATE OF RESIGNATION OF
REGISTERED AGENT**

This is to certify that The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware, 19801, pursuant to Section 136 of the General Corporation Law of the State of Delaware:

(1) Resigned the office of registered agent on 1/26/98, without appointing any person or corporation as registered agent in my stead.

(2) That written notice of resignation was given to affected corporations at least 30 days prior to the filing of the certificate by mailing or delivering such notice to the corporations at their address last known to the registered agent on 12/22/97.

By: William J. Reif
Authorized Officer/Person

Name: William J. Reif
Print or Type

FILE NUMBER	CORPORATION NAME
2210020	BRITE-LINE INDUSTRIES, INC.
2204556	BROAD STREET ACQUISITIONS CORPORATION
2365655	BROWN ACQUISITION CORP.
2218288	BUILDERS EXPRESS, INC.
2216560	BULK LEASING, INC.
0770879	BUTTERFIELD LAND COMPANY
2284776	BACK & NECK PAIN CLINICS OF AMERICA, INC.
2541507	BANDINI DIGIORNO LTD.
0260717	BANK BUILDING & EQUIPMENT CORPORATION OF AMERICA
0887108	BARK PROPERTIES CORP.
0946876	BATSFORD-CITADEL HOLDINGS, INC.
2446619	BATTERY ACQUISITION CORP.
0874388	BAUR'S OPERA HOUSE, INC.
2412504	BAY POLE, INC.
2325265	BAY SHORE CO-GEN, INC.
2325261	BAY SHORE ENERGY, INC.
0897533	BAY STATE LINCOLN-MERCURY, INC.
2057263	BAYAMON PROPERTIES, INC.
2522699	BC BOSTON HOLDINGS, INC.
2483635	BCL HOLDINGS, INC.
2503666	BD REMODELING & RESTORATION, INC.
2488955	BDPCS, INC.
0947123	BEAVER CREEK FARM, INC.
2410405	BEDFORD ENTERTAINMENT INC.
2137371	BEDFORD HOUSE INTERNATIONAL LIMITED
2494140	BEEPERS U.S.A. INC.
2127562	BEL-AIR RECORDS, INC.
2285695	BELLESE INTERNATIONAL, INC.
2149170	BEN FRANKLIN FINANCIAL CORP.
2312075	BEN FREEPORT STORE INC.
2295640	BEN NEWBURY STORE INC.
2346936	BENECIA COMMUNICATIONS CORPORATION
0798610	BERNARD COHEN & COMPANY, INC.
2489335	BESTWAY AUTO, INC.
2622139	BETA PI SQUARED CORPORATION
2334075	BETTEL CORPORATION
2236174	BEVEL INC.
2156497	BFT MANAGEMENT, INC.
2296492	BIOCORAL, INC.
2015369	BIOLOGIX CORP.
2139892	BIOLOK INTERNATIONAL INC.
2549232	BIOTEK INTERNATIONAL INC.
2503087	BLACK BOX PRODUCTIONS, LTD.
2349116	BLACK, KELLY, SCRUGGS & HEALEY INC.
2510497	BLAZING KAHNCEPTS, INC.
0945142	BLM HOLDING CORPORATION
2316043	BLUE LUSTRE PRODUCTS, INC.
2596981	BMA, LTD.

CERTIFICATE OF RENEWAL AND REVIVAL OF

CERTIFICATE OF INCORPORATION

Black, Kelly, Scruggs & Healey Inc., a corporation organized under the laws of Delaware (the "Corporation"), the Certificate of Incorporation of which was filed in the office of the Secretary of State on the 12th day of December, 1990, and thereafter voided for non-payment of taxes, now desiring to procure a revival of its Certificate of Incorporation, hereby certifies as follows:

1. The name of the corporation is Black, Kelly, Scruggs & Healey Inc.
2. The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company.
3. The date when revival of the Certificate of Incorporation of the Corporation is to commence is the 24th day of February, 1998, same being prior to the date the Certificate of Incorporation became void. This revival of the Certificate of Incorporation of the Corporation is to be perpetual.
4. The Corporation desiring to be revived was duly organized under the laws of the State of Delaware and carried on the business authorized by its Certificate of Incorporation until February 25, 1998, at which time its Certificate of Incorporation became inoperative and void for non-payment of taxes.
5. This Certificate of Revival is filed by authority of the duly elected directors as prescribed by Section 312 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Black, Kelly, Scruggs & Healey Inc. in compliance with the provisions of Section 312 of the Title 8 of the Delaware Code has caused this Certificate to be signed by Charles Black, its last and acting President, and attested by Renée Becnel, its last and acting Secretary this July 31, 1998.

By: Charles Black
Charles Black
Last and Acting President

ATTEST:

By: Renée E. Becnel
Renée Becnel
Last and Acting Secretary

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF
BLACK, KELLY, SCRUGGS & HEALEY INC.**

Black, Kelly, Scruggs & Healey Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "DGCL"), **DOES HEREBY CERTIFY:**

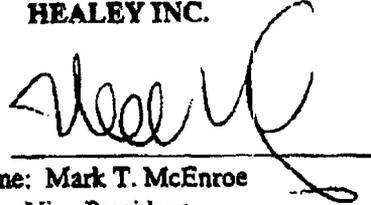
FIRST: The First Article of the Certificate of Incorporation of the Corporation is hereby amended to read as follows:

"1. The name of the corporation is BKSH & Associates Inc."

SECOND: That the aforesaid amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL, the Board of Directors of the Corporation having duly adopted resolutions setting forth and declaring advisable the aforesaid amendment, and in lieu of a vote of stockholders, written consent to the said amendment has been given by the sole stockholder of all of the outstanding stock of the Corporation in accordance with Section 228 of the DGCL.

IN WITNESS WHEREOF, Black, Kelly, Scruggs & Healey Inc. has caused this Certificate to be signed by Mark McEnroe, its Vice President, as of this 11th day of January, 2000.

**BLACK, KELLY, SCRUGGS &
HEALEY INC.**

By: 
Name: Mark T. McEnroe
Title: Vice President

CERTIFICATE OF CONVERSION

CONVERTING

BKSH & ASSOCIATES INC.
(A Delaware Corporation)

TO

BKSH & ASSOCIATES, LLC
(A Delaware Limited Liability Company)

BKSH & Associates, Inc., the corporation that is converting to a Delaware limited liability company (the "Converting Corporation"), and BKSH & Associates, LLC, the continuing Delaware limited liability company (the "Company"), hereby certify that:

1. Name of Converting Corporation. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion was "BKSH & Associates Inc."

2. Date and Jurisdiction of Organization of Converting Corporation. The date on which, and the jurisdiction where, the Converting Corporation was organized are as follows:

<u>Date</u>	<u>Jurisdiction</u>
December 12, 1990	Delaware

3. Name of Converted Limited Liability Company. The name of the Delaware limited liability company to which the Converting Corporation has been converted and the name set forth in the Certificate of Formation of the Company filed in accordance with Section 18-214(b) of the Delaware Limited Liability Company Act is "BKSH & Associates, LLC".

4. Approval of Conversion. The conversion of the Converting Corporation to the Company has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.

5. Effective Time. This Certificate shall be effective upon its filing in the Office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Conversion as of December 20, 2002.

BKSH & ASSOCIATES INC.

By: /s/ John Forster
John Forster
Treasurer

BKSH & ASSOCIATES, LLC

By: /s/ Kevin Farewell
Kevin Farewell
Secretary

CERTIFICATE OF FORMATION
OF
BKSH & ASSOCIATES, LLC

This Certificate of Formation is being executed as of December 20, 2002 for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq. (the "Delaware LLC Act").

The undersigned, being duly authorized to execute and file this Certificate of Formation, does hereby certify as follows:

1. Name. The name of the limited liability company is BKSH & Associates, LLC (the "Company").

2. Registered Office and Registered Agent. The Company's registered office in the State of Delaware is located at 15 East North Street, Dover, Delaware 19901. The registered agent of the Company for service of process at such address is United Corporate Services, Inc.

3. Conversion. The Company has been converted to a Delaware limited liability company pursuant to Section 18-214 of the Delaware LLC Act. The Company constitutes a continuation of the existence of the converted other entity in the form of a Delaware limited liability company.

4. Effective Time. This Certificate shall be effective upon its filing in the Office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the day and year first above written.

/s/ Kevin Farewell
Kevin Farewell
An Authorized Person

ISSUED
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State of Delaware
Secretary of State
Division of Corporations
Delivered 09:01 AM 12/31/2009
FILED 09:20 AM 12/31/2009
SRV 091153309 - 2249116 FILE

**CERTIFICATE OF MERGER
OF
TIMMONS AND COMPANY, INC.
AND
BKSH & ASSOCIATES, LLC**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is BKSH & Associates, LLC, a Delaware limited liability company, and the name of the corporation being merged into this surviving limited liability company is Timmons and Company, Inc., a Delaware corporation.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities.

THIRD: The name of the surviving limited liability company is BKSH & Associates, LLC.

FOURTH: The executed Agreement and Plan of Merger is on file at 125 Park Avenue, New York, New York 10017, the principal place of business of the surviving limited liability company.

FIFTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the constituent entities.

SIXTH: As contemplated by Section 18-209(c)(4) of the Delaware Limited Liability Company Act, this Certificate of Merger shall be deemed filed and become effective at 11:59 P.M. on December 31, 2009.

Signature Page Follows

IN WITNESS WHEREOF, said surviving limited liability company has caused this certificate to be signed by an authorized officer, the 31st day of December, 2009.

BKSH & ASSOCIATES, LLC

/s/ Kevin Farewell

Name: Kevin Farewell

Title: Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:50 PM 01/04/2010
FILED 01:43 PM 01/04/2010
SRV 100002795 - 2249116 FILE

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF FORMATION
OF
BKSH & ASSOCIATES, LLC**

It is hereby certified that:

1. The name of the limited liability company (hereinafter called the "limited liability company") is BKSH & Associates, LLC.

2. The certificate of formation of the limited liability company is hereby amended by striking out Article First thereof and by substituting in lieu of said Article the following new Article:

"FIRST: The name of the limited liability company is Prime Policy Group, LLC."

Executed on January 4, 2010

/s/ Kevin Farewell
Name: Kevin Farewell
Title: Authorized Person

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15D/CEJ