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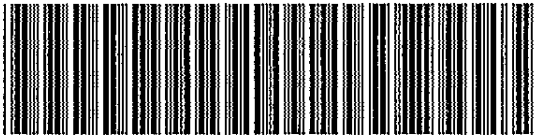
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TALLAHASSEE FLORIDA

FOLEY LARDNER
ATTORNEYS AT LAW

FOLEY & LARDNER
106 EAST COLLEGE AVENUE, SUITE 900
TALLAHASSEE, FLORIDA 32301-7732
850.222.6100 TEL
850.224.3101 FAX
www.foley.com

nstrickland@foley.com EMAIL

CLIENT/MATTER NUMBER
038021-0101

December 17, 2003

Via Hand Delivery

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399


Re: Horace Mann MGA and Brokerage of Florida, Inc.

Dear Clerk:

Please find enclosed for filing the original and two copies of the Articles of Incorporation of Horace Mann MGA and Brokerage of Florida, Inc., along with a check made payable to Secretary of State in the amount of \$105.00 which should cover the filing fees, two certificates of status and two certified copies. Please contact my assistant, Laurie Ann Dalton, at (850) 513-3364 when the certificates and copies are ready to be picked up, and we will send a runner to get them.

Please do not hesitate to contact me if you have any questions.

Sincerely,



N. Wes Strickland

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ARTICLES OF INCORPORATION
OF
HORACE MANN MGA AND BROKERAGE OF FLORIDA, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I:
NAME

The name of the corporation shall be:

HORACE MANN MGA AND BROKERAGE OF FLORIDA, INC.

ARTICLE II:
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

One Horace Mann Plaza
Springfield, IL 62715-0001

ARTICLE III:
CAPITAL STOCK

The corporation is authorized to issue ten thousand shares of common stock with a par value of one dollar per share.

ARTICLE IV:
INITIAL OFFICERS AND DIRECTORS

The names, addresses and titles of the initial officers and directors are as follows:

Louis G. Lower II
One Horace Mann Plaza
Springfield, IL 62715-0001

Director, President,
Chief Executive Officer

Peter H. Heckman
One Horace Mann Plaza
Springfield, IL 62715-0001

Director, Executive Vice President,
Chief Financial Officer

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Ann M. Caparros
One Horace Mann Plaza
Springfield, IL 62715-0001

Director, Secretary, Vice President

Valerie A. Chrisman
One Horace Mann Plaza
Springfield, IL 62715-0001

Director, Senior Vice President

Daniel M. Jensen
One Horace Mann Plaza
Springfield, IL 62715-0001

Director, Executive Vice President,
Chief Marketing Officer

Douglas W. Reynolds
One Horace Mann Plaza
Springfield, IL 62715-0001

Director, Executive Vice President

Angela S. Christian
One Horace Mann Plaza
Springfield, IL 62715-0001

Treasurer, Vice President

**ARTICLE IV:
INITIAL REGISTERED AGENT AND ADDRESS**


The name and address of the initial registered agent is as follows:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

**ARTICLE V:
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is as follows:

N. Wes Strickland, Esq.
Foley & Lardner
106 East College Ave., Suite 900
Tallahassee, FL 32301



Incorporator
12/17/2003

Date

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Cynthia L. Harris

Printed Name Cynthia L. Harris
as its agent

Title _____

Date 12/17/03

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