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October 26, 2005

VIA HAND DELIVERY

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850.513.3369
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CLIENT/MATTER NUMBER
022928-0101

Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Main Street America Group, Inc.
Articles of Incorporation

Dear Sir or Madam:

With regard to the above referenced company, enclosed please find my firm's check in the amount of One-Hundred and Twenty-Two dollars and Fifty cents (\$122.50) for the following:

- Articles of Incorporation of Main Street America Group, Inc.
- Three (3) Certified Copies of the Articles of Incorporation
- Three (3) Certificates of Status

Please contact me or my assistant, Bridgett Shelby, at 513-3364 when the certified copies and certificates of status are ready to be picked up. Thank you for your assistance.

Sincerely,

N. Wes Strickland

Enclosures

APPROVED

OCT 10 2005

ARTICLES OF INCORPORATION

OF

Docketed by: 

MAIN STREET AMERICA GROUP, INC.

The undersigned incorporators to these Articles of Incorporation hereby form a domestic insurance holding company under the laws of the State of Florida.

ARTICLE I
Organization

The corporation is a domestic insurance holding company organized under the Florida Business Corporations Act and classified as an intermediate holding company under Section 628.703(3), Florida Statutes.

ARTICLE II
Name

The name of the corporation shall be Main Street America Group, Inc.

ARTICLE III
Nature of Business

The corporation is being formed to hold at all times, either directly or indirectly through one or more intermediate holding companies as permitted by law, a majority of the voting shares of the capital stock of NGM Insurance Company, formerly known as National Grange Mutual Insurance Company, which was originally organized as a mutual insurer under the laws of New Hampshire on March 28, 1923, and, effective June 6, 2005, was redomesticated to the State of Florida as a domestic mutual insurer. In addition, the corporation may engage in any lawful business incidental thereto, and any other business permitted by law.

ARTICLE IV
Term of Existence

The corporation shall exist perpetually.

ARTICLE V
Authorized Shares

The corporation is authorized to issue twenty million shares of common stock, no par value.

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TALLAHASSEE, FLORIDA

ARTICLE VI
Initial Issuance of Shares

The corporation shall initially issue its shares to Main Street America Group Mutual Holdings, Inc., a Florida mutual insurance holding company, in accordance with a reorganization pursuant to Section 628.709, Florida Statutes.

ARTICLE VII
Principal Office

The principal place of business and mailing address of the corporation within Duval County, Florida, shall be as follows:

4601 Touchton Road East, Suite 3400
Jacksonville, Florida 32245

ARTICLE VIII
Initial Registered Agent and Office

The initial registered agent and office of the corporation shall be as follows:

William C. McKenna
4601 Touchton Road East, Suite 3400
Jacksonville, Florida 32245

who is familiar with the obligations of such designation and by accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time.

ARTICLE IX
Directors

The corporation shall initially have eleven directors. Thereafter, the number of directors shall be as set forth in the corporation's bylaws, as may be amended from time to time, but in no event shall the number of directors be less than the minimum number required by law. A majority of the directors shall be United States citizens, and all of the directors shall be over eighteen years of age. The term of office of the directors shall be as set forth in the bylaws of the corporation, as may be amended from time to time, but shall not exceed three years. After a director has been elected to and qualified for a directorship, such director may not be removed without cause except upon the affirmative vote of at least two-thirds (2/3) of the board of directors.

ARTICLE X
Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents of the corporation to the full extent permitted by law.

ARTICLE XI
Shareholder Action Without a Meeting

Any action required or permitted by Florida law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if (a) the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted and (b) such action is requested by an affirmative vote of at least two-thirds (2/3) of the board of directors.

ARTICLE XII
Amendment

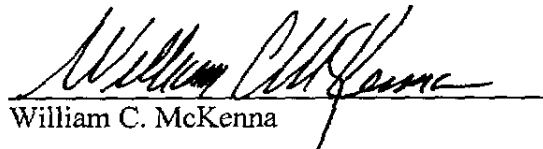
These Articles of Incorporation may be amended by a majority vote of the shareholders present in person or by proxy at any annual or special meeting called for that purpose, provided that the amendment has been recommended by an affirmative vote of at least two-thirds (2/3) of the board of directors and the full text of the amendment has been included in the due notice of the meeting. Nothing herein shall prohibit the board of directors from amending these Articles of Incorporation as provided by law.

ARTICLE XIII
Incorporator

The name and addresses of the incorporator is as follows:

William C. McKenna
4601 Touchton Road East, Suite 3400
Jacksonville, Florida 32245


IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 13th day of September, 2005.


William C. McKenna

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared William C. McKenna who acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of September, 2005.




NOTARY PUBLIC
My Commission Expires:

(Seal)



ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

William C. McKenna, having been designated as the corporation's registered agent, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.


William C. McKenna
Registered Agent

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