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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : BANKERS INSURANCE CO.
Account Number : 074230003715
Phone : (800) 627-0000
Fax Number : (727) 823-6518

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Bankers Employer Services II, Inc.

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OFFICE OF FINANCIAL REGULATION

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COMMISSIONER

FINANCIAL SERVICES
COMMISSION

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TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

June 12, 2006

Ms. Stephanie D. Trudel
Bankers Financial Corporation
Post Office Box 15707
St. Petersburg, Florida 33733-5707

Dear Ms. Trudel:

Re: Bankers Employer Services I, Inc./Bankers Employer Services II, Inc./
Bankers Employer Services III, Inc./ Bankers Employer Administrative Services, Inc.

Thank you for your recent letter/fax requesting approval for use of the above-referenced names.

It is the opinion of this Office that the above-referenced corporate names are definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Office does not object to your use of the above-referenced names being registered to conduct business in the state of Florida.

Sincerely,

A handwritten signature in cursive script that reads "Linda B. Charity".

Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

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ARTICLES OF INCORPORATION

of

BANKERS EMPLOYER SERVICES II, INC.

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

Name

The name of the corporation shall be: Bankers Employer Services II, Inc.

ARTICLE II

Purpose

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Commencement of Corporate Existence

The existence of this corporation shall commence upon filing with the Secretary of State's office.

This instrument was prepared
by and return to:
Stephanie D. Trudel
P. O. Box 15707
St. Petersburg, FL 33733
(727) 823-4000 ext. 4309

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ARTICLE IV

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock at One and 00/100 (\$1.00) Dollars per share par value.

ARTICLE V

Duration

This corporation is to exist perpetually.

ARTICLE VI

Principal Office and Registered Agent

1. The principal place of business/mailling address is 360 Central Avenue, St. Petersburg, Pinellas County, Florida 33701.
2. The name and street address of the initial registered agent of the corporation in the State of Florida is: Nancy C. Haire at 360 Central Avenue, St. Petersburg, FL 33701
3. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

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ARTICLE VII

Incorporators

The names and addresses of the incorporators of this corporation are:

NAMEADDRESS

Stephanie D. Trudel 360 Central Avenue, St. Petersburg, FL 33701

ARTICLE VIII

Indemnification

The corporation shall indemnify all directors, officers, general counsel, or associate general counsel of this Corporation or any of its subsidiaries whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director, officer, general counsel or associate general counsel or is or was serving at the request of the corporation a director, officer, general counsel or associate general counsel against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE IX

By-Laws

1. The initial By-Laws shall be adopted by the Board of Directors.
2. The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

Amendment

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 15th day of June, 2006.


Nancy C. Haire, Registered Agent


Stephanie D. Trudel, Incorporator

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