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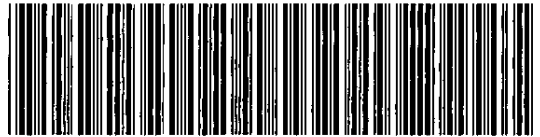
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TALLAHASSEE, FLORIDA

09 OCT -2 AM 11:17

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ARK ROYAL INSURANCE COMPANY**

FILED
09 OCT -2 AM 11:17
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1006 and 607.1007, Florida Statutes, ARK ROYAL INSURANCE COMPANY (the "Corporation") does hereby adopt the following Amended and Restated Articles of Incorporation.

The undersigned, as President/CEO of the Corporation, does hereby certify that the board of directors, on August 22, 2007, adopted all amendments provided for herein. The undersigned further certifies that on August 22, 2007, the sole shareholder of the Corporation approved the amendments and the number of votes cast in favor of the amendments was sufficient for approval.

Amendment Adopted: Article I through Article IX of the Articles of Incorporation are hereby deleted, and the following Articles are inserted in place thereof:

ARTICLE I
Name and Address

The name of this corporation is ARK ROYAL INSURANCE COMPANY. The principal office and mailing address of this corporation is 805 Executive Center Drive West, Suite 300, St. Petersburg, Florida 33702.

ARTICLE II
Duration

This corporation shall have perpetual existence.

ARTICLE III
Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Dollar (\$1.00).

Prepared By:
Michael T. Cronin, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 0469841

ARTICLE IV
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 805 Executive Center Drive West, Suite 300, St. Petersburg, Florida 33702, and the name of the initial registered agent of this corporation at that address is Ann R. Worthington.

ARTICLE V
Incorporator

The name of the person signing these Articles is Michael T. Cronin, whose address is 911 Chestnut Street, Clearwater, Florida 33756.

ARTICLE VI
Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation shall be five (5), and the names and addresses of the persons sworn to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Frank Peck	805 Executive Center Drive West Suite 300 St. Petersburg, FL 33702
Dennis G. Ruppel	911 Chestnut Street Clearwater, FL 33756
Craig H. Sher	5858 Central Avenue St. Petersburg, FL 33707
Robert H. Willis, Jr.	259 Third Street North St. Petersburg, FL 33701
Ann R. Worthington	805 Executive Center Drive West Suite 300 St. Petersburg, FL 33702

ARTICLE VII
Officers

The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Dennis G. Ruppel	President/CEO	911 Chestnut Street Clearwater, FL 33756
Robert H. Willis, Jr.	Secretary	259 Third Street North St. Petersburg, FL 33701
Ann R. Worthington	Vice President of Financial Affairs/ Treasurer	805 Executive Center Drive West Suite 300 St. Petersburg, FL 33702

ARTICLE VIII
Indemnification


The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE IX
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has executed these Amended and Restated Articles of Incorporation this 24TH day of August, 2007.

ARK ROYAL INSURANCE COMPANY

By: 
Dennis G. Ruppel, President/CEO

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