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SILVIA MORELL ALDERMAN
JOHN M. ARIALE
ALAN HARRISON BRENTS
DANIEL C. BROWN
BILL L. BRYANT, JR.
NANCY M. BURKE
JONATHAN S. BUTLER
RICHARD C. COATES
BERT L. COMBS
J. RILEY DAVIS
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200 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
TELEPHONE (407) 420-8480
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October 27, 1997

REPLY TO: TALLAHASSEE

ELIZABETH W. MCINTHUR
TRAVIS L. MILLER
BRUCE L. PLATT
JOHN RADY
GARRETT TIMIN
J. LARRY WILLIAMS
DAVID A. YON
PAUL A. ZEIGLER

OF COUNSEL
GORDON D. CHERN
MICHAEL E. INGRAM
EDWARD S. JAFFRY
PATRICK F. MARONEY

GOVERNMENTAL CONSULTANTS:
LESLIE Y. DUGHY*
PAT GRIFFITH O'CONNELL*
E. CLINT SHAWLEY*
GERALD C. WEBSTER*
(*NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:
J. ANDREW KELLER, III, C.P.A.

Department of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 323301

000002330720--0
-10/28/97--01001--007
***131.25 ***131.25

RE: Jefferson Capital Insurance Company

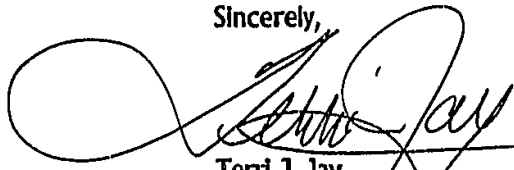
Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$131.25 is enclosed which represents the following fees:

Filing Fee \$ 35.00
Certified copy \$ 52.50
Registered agent fee \$ 35.00
Certificate of Status \$ 8.75

Please file the original of the enclosed Articles of Incorporation and I will pick up the copies when they have been processed.

Sincerely,


Terri J. Jay
Assistant to Travis L. Miller

RECEIVED
97 OCT 29 AM 2:57
FILED
97 OCT 27 PM 5:22
SECTION 100 STATE
TALLAHASSEE, FLORIDA

/tjj

FILED
97 OCT 27 PM 5:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JEFFERSON CAPITAL INSURANCE COMPANY**

The undersigned incorporators, the majority of whom are United States citizens and each being natural persons over the age of eighteen (18) years and competent to contract, hereby form a stock insurance company under the laws of the State of Florida.

**ARTICLE I
NAME AND PLACE OF BUSINESS**

The name of the corporation shall be JEFFERSON CAPITAL INSURANCE COMPANY. The principal place of the business of the corporation shall be 1031 West Morse Boulevard, Winter Park, Orange County, Florida 32789. The corporation may establish and maintain the principal place of business at such other place within the State of Florida as may be determined by the Board of Directors.

**ARTICLE II
NATURE OF BUSINESS**

The purposes of the corporation shall be to engage in every aspect of property and casualty insurance.

**ARTICLE III
CAPITAL STOCK**

The corporation is authorized to issue not more than 100,000 shares of common stock having a par value of one dollar (\$1.00) per share. The corporation shall not begin transacting insurance until it achieves capital and surplus of \$5 million.

**ARTICLE IV
TERM OF EXISTENCE**

The corporation shall have perpetual existence, unless sooner dissolved as provided for by the laws of the State of Florida.

**ARTICLE V
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the corporation shall be 106 East College Avenue, Suite 1200, Tallahassee, FL 32301, and the initial registered agent of the corporation at such office shall

be Travis L. Miller, who upon accepting this designation agrees to comply with the provisions of section 48.091, Florida Statutes, as that section may be amended from time to time, with respect to keeping an office open and to receive service of process from the Treasurer and Insurance Commissioner of the State of Florida. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VI DIRECTORS

The corporation shall have five or more directors, the exact number of which shall be determined from time to time in accordance with the corporation's Bylaws. The names and residence addresses of the initial Board of Directors of the corporation, who shall hold office until the first annual meeting of the stockholders, which shall be held not later than one year from the date of incorporation, and until their successors have been duly elected and qualified, are as follows:

Terence R. McAuliffe
7527 Old Dominion Drive
McLean, VA

Claudia J. Kennedy
Quarters 21-2
Ft. McNair, Washington, D.C.

Charles H. Lydecker
18 Broad River Road
Ormond Beach, FL

George I. Pollack
10102 NW 13 Court
Plantation, FL

William A. Kerr
910 Cumberland Road
Pittsburgh, PA

In addition to the powers and authority herein or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject to the provisions of the laws of the State of Florida, these Articles of Incorporation, and the Bylaws of the corporation; provided, however, that no Bylaw hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such Bylaw had not been adopted.

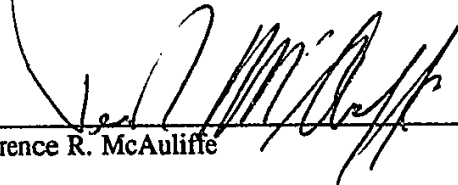
ARTICLE VII INCORPORATORS

The names and residence street addresses of the incorporators, all of whom are over the age of eighteen (18) and the majority of whom are United States citizens are as provided in Article VI above.

ARTICLE VIII
AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, subject to applicable laws of the State of Florida, and all rights conferred upon stockholders are granted subject to this reservation.

SIGNED by the incorporators this 9th day of August, 1997.


Terence R. McAuliffe

STATE OF _____
COUNTY OF _____

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Terence R. McAuliffe, to me personally known or who has produced _____ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this _____ day of _____, 1997.

Notary Public
My Commission Expires: _____
Commission Number: _____

William A. Kerr

William A. Kerr

STATE OF Pennsylvania
COUNTY OF Allegheny

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, William A. Kerr, to me personally known or who has produced _____ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 8th day of August, 1997.

Sandra S. Rock

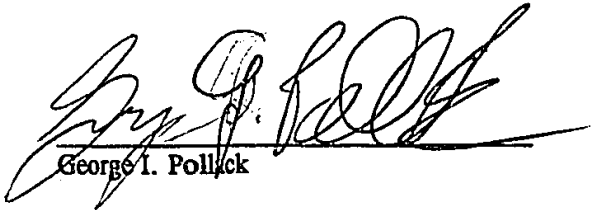
Notary Public

My Commission Expires: 12/8/1997

Commission Number: _____

Notarial Seal
Sandra S. Rock, Notary Public
Shaler Twp., Allegheny County
My Commission Expires Dec. 8, 1997

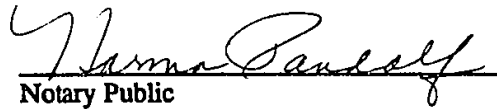
Member, Pennsylvania Association of Notaries


George I. Pollack

STATE OF _____
COUNTY OF _____

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, George I. Pollack, to me personally known or who has produced _____ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 4th day of AUGUST, 1997.


Notary Public

My Commission Expires:
Commission Number:

ORIGINAL NOTARY SEAL
NORMA PANDOLE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC358604
MY COMMISSION EXP. MAR. 23, 1998

Charles H. Lydecker
Charles H. Lydecker

STATE OF Florida
COUNTY OF Volusia

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Charles H. Lydecker, to me personally known or who has produced _____ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 26th day of August, 1997.



ANNE M. CEVASCO
Notary Public, State of Florida
My Comm. Exp. Nov. 5, 2000
Comm. No. CC 623590

Anne M. Cevasco
Notary Public
My Commission Expires: _____
Commission Number: _____

Claudia Kennedy
Claudia J. Kennedy

STATE OF North Carolina
COUNTY OF Cumberland

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Claudia J. Kennedy, to me personally known or who has produced military ID as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 15th day of September, 1997.


Tina Beck
Notary Public
My Commission Expires: 27 Sep 99
Commission Number: _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____
Jefferson Capital Insurance Company

2. The name and address of the registered agent and office is:
State Treasurer and Insurance Commissioner, The Capitol
(P.O. BOX NOT ACCEPTABLE)
Tallahassee, Florida 32399-0300
(CITY/STATE/ZIP)

SIGNATURE 
(corporate officer)

TITLE President

DATE Terence R. McAuliffe

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

SIGNATURE State Treasurer and Insurance Commissioner
DATE _____

FILED
97 OCT 27 PM 5:22
STATE
TALLAHASSEE, FLORIDA