

F08000002956

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

(Business Entity Name)

(Document Number)

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2008 JUN 30 P 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Physicians Strategic Protection Indemnity Ltd.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Gina Kallgren, CFO

(Name of Person)

Venture Captive Management, LLC

(Firm/Company)

3740 Davinci Court, Ste. 130

(Address)

Norcross, GA 30092

(City/State and Zip code)

For further information concerning this matter, please call:

Gina Kallgren, CFO

(Name of Person)

at (770) 255-4913

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☒ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

F08 - 2956



June 27, 2008

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn. Dale White

Re: Physicians Strategic Protection Indemnity Ltd.
Ref. Number: W08000025892

Dear Mr. White,

With respect to the above noted Company, we are in receipt of your letter dated May 28, 2008 (copy enclosed), wherein you return our Application By Foreign Corporation For Authorization To Transact Business In Florida. In your letter, you indicate that it is being returned because the Company's name has "Ltd" included in it.

Please be advised that this Company is a stock company, not a partnership. I have attached a copy of the Company's "Memorandum of Association" which is filed with the Registrar of Companies of the Turks & Caicos Islands. This document outlines the ownership as being comprised of voting common stock. Further, the Company is filed with the Internal Revenue Service as a "Corporation" that will file an annual 1120 tax return.

We are in the process of changing the Company's legal name to "Physicians Strategic Protection Indemnity Company" in its country of domicile, The Turks & Caicos, BWI. However, this is a lengthy legal process which will not likely be finalized until a few months from now.

Given this information, we respectfully request that you honor our application as it stands and accept that this company is a corporation and not a partnership. I have enclosed the original application that you sent back to us and understand that you maintained the check that we had sent.

Please contact me should you have any questions.

Best regards,

Gina Kallgren, CFO
770-255-4913 ph
770-246-8536 fax
gkallgren@bellsouth.net



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

May 28, 2008

JUN 05 2008

GINA KALLGREN, CFO
VENTURE CAPTIVE MANAGEMENT, LLC
3740 DAVINCI COURT, STE 130
NORCROSS, GA 30092

SUBJECT: PHYSICIANS STRATEGIC PROTECTION INDEMNITY LTD.
Ref. Number: W08000025892

We have received your document for PHYSICIANS STRATEGIC PROTECTION INDEMNITY LTD. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II

Letter Number: 308A00033102

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Physicians Strategic Protection Indemnity Ltd. Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Turks & Caicos, British West Indies 3. 98-0573919

(State or country under the law of which it is incorporated)

(FEI number, if applicable)

4. 12/14/2007

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/2008

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. c/o Venture Captive Management, LLC

(Principal office address)

3740 Davinci Court, Ste. 130, Norcross, GA 30092

(Current mailing address)

8. reinsurance

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Joel D. Bronstein

Office Address: 150 2nd Avenue North, Suite 1100

St. Petersburg, Florida 33701

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Albert Saltiel, President

Address: 880-6th St. S. Ste. 370, St. Petersburg, FL 33701

Vice Chairman: _____

Address: _____

Director: Shari Craig

Address: 1033 Dr. Martin Luther King Jr. St. N. Ste. 108, St. Petersburg, FL 33701

Director: Joseph Potthast

Address: 1033 Dr. Martin Luther King Jr. St. N. Ste. 108, St. Petersburg, FL 33701

B. OFFICERS

President: Vyas Kartha

Address: 1033 Dr. Martin Luther King Jr. St. N. Ste. 108, St. Petersburg, FL 33701

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

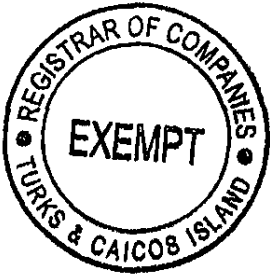
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Shari Craig

(Signature of Director or Officer listed in number 12 of the application)

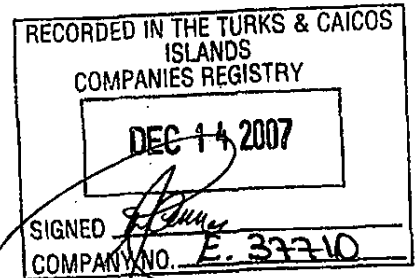
14. Shari Craig, Director

(Typed or printed name and capacity of person signing application)



THE COMPANIES ORDINANCE
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

PHYSICIANS STRATEGIC PROTECTION INDEMNITY LTD.



- I. The Name of the Company is **Physicians Strategic Protection Indemnity Ltd.**
- II. The Registered Office of the Company shall be at the offices of M & S Trust Company Limited, PO Box 560, (East Wing), Upper Floor, The Beatrice Butterfield Building, Butterfield Square, Providenciales, Turks and Caicos Islands, British West Indies or at such other place as the Directors may from time to time decide.
- III. The objects for which the Company is established are unrestricted, and shall include, but without limitation, the following:-
 - (1) The power and authority to act as an insurance company to the extent of and from the time permitted under the terms of its insurer's licence in the Turks and Caicos Islands and in furtherance of its business shall have the power to lend and advance money upon or without security and to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, bonds and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party and to make such investments as are consistent with the terms of its licence.
 - (2) To amalgamate with any other company.
 - (3) To do all or any of the above things in any part of the world and either as principal, agent, trustee or otherwise and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
 - (4) To do all such other things as are incidental to or the Company may think conducive to the attainment of all or any of the above objects.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body or persons, whether incorporated or not incorporated and whether domiciled in the Turks & Caicos or elsewhere, and that the intention is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

IV. The Liability of the Members is limited.

V. The Share Capital of the Company is US\$100,000 divided into 100,000 shares of US\$1.00 each and shall consist of one class of share as follows:

One Hundred Thousand (100,000) shares of common stock, par value One Dollar (\$1.00) each share, which shall be designated as Voting Common Stock.

VI. The Company shall have power to amend or modify any of the conditions contained in the Memorandum of Association, and to increase or reduce the capital of the Company in any way which may be authorised by law.

VII. The company shall have the power to issue any of the shares in the capital, original or increased, with or subject to any preferential, special, qualified or deferred rights or conditions as regards dividends, repayments of capital or otherwise.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES & DESCRIPTION
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER

I.M.M. MANAGEMENT LTD

One (1)

By: Adrian C DIRECTOR

By: Adrian C SECRETARY

The Beatrice Butterfield Building, PO Box 560, (East Wing), Upper Floor, Leeward Highway, Providenciales, Turks & Caicos Islands. (Management Company)

AINCORP LTD.

One (1)

By: Adrian C DIRECTOR

By: Adrian C SECRETARY

The Beatrice Butterfield Building, PO Box 560, (East Wing), Upper Floor, Leeward Highway, Providenciales, Turks & Caicos Islands (Management Company)

R. Pierre
WITNESS

NAME: ROSALIE M. PIERRE
OCCUPATION: CORPORATE SECRETARY
ADDRESS: P.O. BOX 260, PROVIDENCIALES

Dated this 29th day of November, 2007