

F97000001288

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

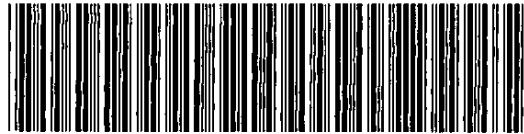
(Business Entity Name)

(Document Number)

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02/04/08--01046--023 **35.00

FILED
08 FEB -4 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
SF 2/7

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Direct General Insurance Company

(Name of Corporation)

DOCUMENT NUMBER: F97000001288

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stephanie Johnson

(Name of Contact Person)

Direct General Insurance Company

(Firm/Company)

1281 Murfreesboro Road

(Address)

Nashville, TN 37217

(City/State and Zip Code)

For further information concerning this matter, please call:

Stephanie Johnson

(Name of Contact Person)

at (615) 366-3723

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F97000001288

(Document number of corporation (if known))

FILED
08 FEB -4 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Direct General Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. South Carolina

(Incorporated under laws of)

3. 3/11/1997

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? N/A

5. N/A

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Indiana

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Amy M. Sanford

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greetings:

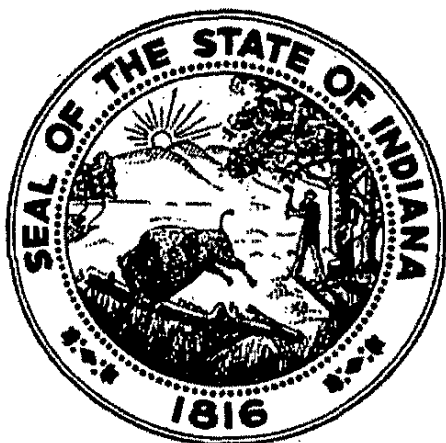
I, TODD ROKITA, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records, and proper official to execute this certificate.

I further certify that records of this office disclose that

DIRECT GENERAL INSURANCE COMPANY

duly filed the requisite documents to commence business activities under the laws of State of Indiana on November 14, 2005, and was in existence or authorized to transact business in the State of Indiana on January 24, 2008.

I further certify this Domestic Insurance Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the city of Indianapolis, this Twenty-Fourth Day of January, 2008.

A handwritten signature in black ink that reads "Todd Rokita". The signature is written in a cursive, flowing style.

TODD ROKITA, Secretary of State

2005112100565 / 2008012404388

**State of Indiana
Office of the Secretary of State**

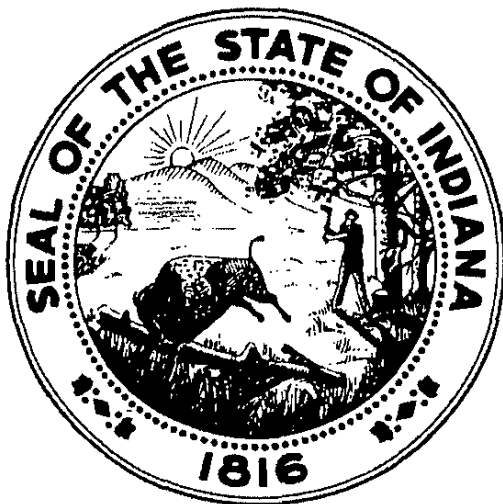
CERTIFICATE OF AMENDMENT

of

DIRECT GENERAL INSURANCE COMPANY

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above Domestic Insurance Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Insurance Law.

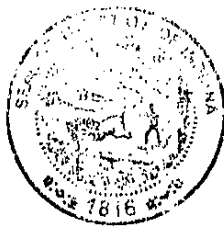
NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, December 19, 2007.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 19, 2007.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE



Tom Riffe
Secretary of State

State of Indiana
Office of the Secretary of State
I hereby certify that this is a true
and complete copy of the 11
page document filed in this office.

Dated 01/24/2008

By: *Melina Mercado*

This stamp replaces our previous
certification stamp.

200511200545
APPROVED

APPROVED
AND
FILED

DEC 19 2007
STATE OF INDIANA
DEPT. OF INSURANCE

IND. SECRETARY OF STATE

Department of Insurance

ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
CERTIFICATE OF REDOMESTICATION
AND ARTICLES OF INCORPORATION
OF
DIRECT GENERAL INSURANCE COMPANY
a South Carolina Insurance Company
Redomesticating to become an Indiana Stock Insurance Company

Direct General Insurance Company (hereinafter referred to as the "Company"), a duly existing company under the laws of South Carolina and desiring to give notice of corporate action effectuating an amendment and restatement of its Certificate of Redomestication and Articles of Incorporation as a part of and in connection with the Company's redomestication from South Carolina to Indiana, hereby files these Articles of Amendment and Restatement with the Indiana Department of Insurance and sets forth the following facts:

Article I
Amendment and Restatement of the Articles of Incorporation

Section 1. The Company was incorporated on December 7, 1990.

~~Section 2.~~ ~~The name of the Company following this amendment and~~ restatement will be Direct General Insurance Company.

Section 3. Upon the effectiveness of these Articles of Amendment and Restatement, the Company's Articles of Incorporation shall be restated in their entirety in the form attached hereto and marked Exhibit A (the "New Articles").

Article II
Effective Date

The effective date of the New Articles shall be the date of filing of these New Articles with the office of the Indiana Secretary of State, or such other date as may be provided by law.

Article III
Manner of Adoption and Vote

Section 1. Action by Directors. The Board of Directors of the Company, acting by unanimous written consents and dated October 29, 2007, and December 10, 2007, in lieu of board meetings, adopted resolutions (1) approving the Company's redomestication from South Carolina to Indiana, (2) approving the New Articles, and (3) recommending that the Company's

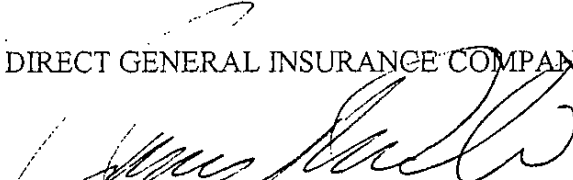
sole shareholder approve the resolutions to redomesticate the Company to Indiana and adopt the New Articles.

Section 2. Action by Sole Shareholder. The sole shareholder of the Company, holding all of the issued and outstanding shares of the Company's voting stock, acting by unanimous written consents dated October 29, 2007 and December 10, 2007, in lieu of special meetings called by the Board of Directors, adopted resolutions (1) approving the Company's redomestication to Indiana, and (2) adopting the New Articles.

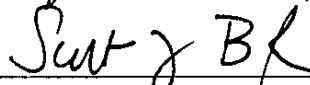
Section 3. Compliance with Legal Requirements. The manner of the adoption of the resolutions approving the Company's redomestication to Indiana and adoption of the New Articles and the written consents by which such resolutions were adopted constitute full legal compliance with the provisions of the Indiana Insurance Law and applicable South Carolina law, and the Company's Certificate of Redomestication and Articles of Incorporation and Bylaws.

IN WITNESS WHEREOF, the undersigned officers of the Company executed these Articles of Amendment and Restatement of the Certificate of Redomestication and Articles of Incorporation of Direct General Insurance Company and certifies to the truth of the facts herein stated, this 10th day of December, 2007.

DIRECT GENERAL INSURANCE COMPANY


James R. Dickson, President


John Todd Hagely, Executive Vice President and CFO


Scott J. Bojczuk, Secretary

STATE OF TENNESSEE)
) SS:
COUNTY OF DAVIDSON)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the foregoing State, hereby certify that each of James R. Dickson, John Todd Hagely, and Scott J. Bojczuk, respectively the President, Executive Vice President & CFO, and Secretary of Direct General Insurance Company, personally appeared before me, acknowledged execution of the foregoing Articles of Amendment and Restatement and swore to the truth of the facts therein contained.

WITNESS my hand and Notarial Seal this 10th day of December, 2007.

Stephanie D Johnson
Notary Public
Stephanie D Johnson
Name Printed

My County of Residence:
Davidson
My Commission Expires:
11/22/10

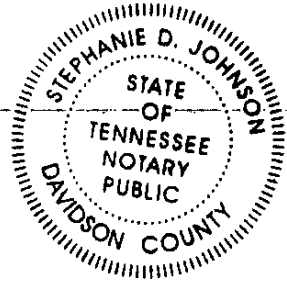


Exhibit A

**ARTICLES OF INCORPORATION
FOR REDOMESTICATION
OF
DIRECT GENERAL INSURANCE COMPANY**

Direct General Insurance Company (the "Corporation") pursuant to the provisions of the Indiana Insurance Law, executes the following Articles of Incorporation for Redomestication ("Articles").

**ARTICLE I
NAME**

The name of the Corporation is Direct General Insurance Company.

**ARTICLE II
ADDRESS AND REGISTERED AGENT**

Section 2.01. Location of Principal Office. The post office address of the Corporation's principal office at the time of the effectiveness of these Articles is:

10 West Market Street
Suite 1050
Indianapolis, IN 46204
Attn: Gregory L. Thomas

Section 2.02. Registered Agent. The name and address of the Corporation's registered agent at the time of effectiveness of these Articles is:

National Registered Agents
320 N. Meridian Street
Indianapolis, IN 46204

ARTICLE III
PURPOSES AND POWERS; BUSINESS PLAN OR PRINCIPLES

Section 3.01. Purposes. This Corporation is formed for the purpose of conducting the business of, and acting as, a stock insurance company with the power to write such kinds of insurance and reinsurance as are comprised under Classes 2 and 3 of Section 27-1-5-1 of the Indiana Code, as amended, and to do all things necessary, convenient, or expedient for carrying on the business of such an insurance company or any other business related thereto.

Section 3.02. Powers. The Corporation shall have and may exercise all of the rights, privileges, and powers set forth in Section 27-1-7-2 of the Indiana Code, as amended, and as otherwise authorized by the Indiana Insurance Law, as amended, and shall have the power to do all acts and things necessary, convenient, or expedient to carry out the purposes for which it was formed.

Section 3.03. Plan or Principle. The plan or principle upon which the business of the Corporation is to be or may be conducted in Indiana and in other jurisdictions is as follows:

- (a) To transact business as a stock insurance company engaged in writing the kinds of insurance and reinsurance as are comprised under Classes 2 and 3 of Section 27-1-5-1 of the Indiana Code, as amended.

ARTICLE IV
PERIOD OF EXISTENCE

Section 4.01. Period. The period during which the Corporation will continue shall be perpetual.

ARTICLE V
STOCK

Section 5.01. Authorized Shares. The aggregate number of authorized shares of capital stock of the Corporation is Ten Million (10,000,000) shares of Common Stock. The Common Stock shall have a par value of Twenty-five and 00/100 Dollars (\$25.00) per share. At the time of the adoption of these Articles, the Corporation had 180,000 shares of Common Stock issued and outstanding.

Section 5.02. Terms. All shares are of one and the same class with equal rights, privileges, powers, obligations, liabilities, duties, and restrictions. These shares may be issued for cash or property, tangible or intangible, at such price and amount per share as may be determined by the Board of Directors; provided, however, that no shares may be issued for less than the par value of the shares.

ARTICLE VI
CAPITAL

Section 6.01. Paid-in Capital and Surplus. The amount of paid-in capital with which the Corporation will begin business as an Indiana domestic insurance company will not be less than \$4,500,000, and the amount of surplus with which the Corporation will begin business as an Indiana domestic insurance company will not be less than the amount required by the Indiana Insurance Law. Representations with respect to the amounts of the Corporation's initial paid-in capital and surplus set forth by the original incorporators of the Corporation in the original incorporation documents of the Corporation are hereby incorporated by reference.

ARTICLE VII
INCORPORATORS, FIRST OFFICERS, AND FIRST DIRECTORS

The names, occupations, and post office addresses of the Incorporators, first Officers, and first Directors of the Corporation at the time of the original incorporation on December 7, 1990 is included within the original incorporation documents of the Corporation, which are hereby incorporated by reference.

At the time of the adoption of these Articles, the Directors of the Corporation were as follows:

Daniel Tarantin
J. Todd Hagely
Scott J. Bojczuk
James R. Dickson
Gregory L. Thomas

ARTICLE VIII
BOARD OF DIRECTORS

Section 8.01. Management. The business of the Corporation shall be managed by a Board of Directors. The Directors shall have all of the qualifications, powers and authority and shall be subject to all limitations as set forth in the Indiana Insurance Law. The number of Directors of the Corporation shall not be less than five (5) nor more than twelve (12), with the exact number to be specified from time to time in the manner provided by the Corporation's Bylaws. In addition, a majority of the Directors must, during their entire terms of service be citizens of the United States or Canada, and at least one Director must reside in Indiana. The Corporation shall have five (5) Directors at the effective time of these Articles and thereafter until such time as a different number of Directors is specified in the manner provided in the Corporation's Bylaws.

Section 8.02. Vacancy. Any vacancy on the Board of Directors caused by death, resignation, disqualification, increase in the number of Directors, or otherwise may be, at the discretion of the Board, filled by a majority vote of the remaining Directors (whether or not a quorum) or left unfilled until the next annual meeting of shareholders. If the Directors fill such a vacancy, the new Director shall serve until the next annual meeting of the shareholders. The failure of the Board of Directors or the shareholders to fill one or more vacancies on the Board of Directors or to elect a full Board of Directors shall not in any way prevent or restrict the Board of Directors from exercising the powers of the Corporation or from directing its business and affairs.

Section 8.03. Removal of Directors. A Director may be removed, with or without cause, only at a meeting of the shareholders or Directors called expressly for that purpose. Removal by the shareholders requires an affirmative vote of the shareholders representing at least a majority of all the votes then entitled to be cast at an election of Directors. Removal by the Board of Directors requires an affirmative vote of at least two-thirds of all Directors. No Director may be removed except as provided in this Section.

Section 8.04. Bylaws. The Board of Directors shall have the exclusive power to make, alter, amend, or repeal or to waive provisions of the Bylaws of the Corporation, in the manner provided by the Bylaws.

ARTICLE IX

SHAREHOLDER MEETINGS

Section 9.01. Shareholder Meetings. All meetings of shareholders shall be held at such place, within or outside of the State of Indiana, as may be specified in the Bylaws of the Corporation, as from time to time in effect, or as may be designated by the Board of Directors or the Officer of the Corporation calling the meeting.

Section 9.02. Voting Rights. Every shareholder of the Corporation shall have the right, at every shareholder meeting, to one vote for each share outstanding in his name on the books of the Corporation. Voting for directors shall not be cumulative. No shares of stock issued by the Corporation shall have, or be subject to, preemptive rights.

ARTICLE X

INDEMNIFICATION

Section 10.01. Indemnification. The Corporation shall indemnify every Eligible Person (certain capitalized terms used in this Article are defined in Section 10.02) against all Liability and Expense that may be incurred by him or her in connection with or resulting from any Claim to the fullest extent authorized or permitted by the Indiana Insurance Law, as the same exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such

amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), or otherwise consistent with the public policy of the State of Indiana. In furtherance of the foregoing, and not by way of limitation, every Eligible Person shall be indemnified by the Corporation against all Liability and reasonable Expense that may be incurred by him or her in connection with or resulting from any Claim, (a) if such Eligible Person is Wholly Successful, on the merits or otherwise, with respect to the Claim, or (b) if not Wholly Successful, then if such Eligible Person is determined to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation or at least not opposed to its best interests and, in addition, with respect to any criminal Claim is determined to have had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful. The termination of any Claim, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of *nolo contendere*, or its equivalent, shall not create a presumption that an Eligible Person did not meet the standards of conduct set forth in clause (b) of this Section. The actions of an Eligible Person with respect to an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 shall be deemed to have been taken in what the Eligible Person reasonably believed to be the best interests of the Corporation or at least not opposed to its best interest if the Eligible Person reasonably believed he or she was acting in conformity with the requirements of such Act, or he or she reasonably believed his or her actions to be in the interests of the participants in or beneficiaries of the plan.

Section 10.02. Definitions.

- (a) The term "Claim" as used in this Article shall include every pending, threatened or completed claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation or any other corporation or otherwise), civil, criminal, administrative or investigative, formal or informal, in which an Eligible Person may become involved as a party or otherwise (i) by reason of his or her being or having been an Eligible Person or (ii) by reason of any action taken or not taken by him or her in his or her capacity as an Eligible Person, whether or not he or she continued in such capacity at the time such Liability or Expense shall have been incurred.
- (b) The term "Eligible Person" as used in this Article shall mean every person (and the estate, heirs and personal representatives of such person) who is or was a Director, Officer or employee of the Corporation or who, while a Director, Officer or employee of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, member, manager, agent or fiduciary of any other corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other organization or entity, whether for profit or not. An Eligible Person shall also be considered to have been serving as a director, officer, trustee, employee, agent or fiduciary of an employee benefit plan at the request of the Corporation if his or her duties to the Corporation also imposed duties on, or otherwise involved services by, him or her to the plan or to participants in or beneficiaries of the plan.

- (c) The terms "Liability" and "Expense" as used in this Article shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against (including excise taxes assessed with respect to an employee benefit plan), and amounts paid in settlement by or on behalf of, an Eligible Person.
- (d) The term "Wholly Successful" as used in this Article shall mean (i) termination of any Claim, whether on the merits or otherwise, against the Eligible Person in question without any finding of liability or guilt against him or her, (ii) approval by a court or agency, with knowledge of the indemnity herein provided, of a settlement of any Claim, or (iii) the expiration of a reasonable period of time after the threatened making of any Claim without commencement of an action, suit or proceeding and without any payment or promise made to induce a settlement.
- (e) As used in this Article, the term "Corporation" includes all constituent entities in a consolidation or merger and the new or surviving corporation of such consolidation or merger, so that any Eligible Person who is or was a director, officer or employee of such a constituent entity or is or was serving at the request of such constituent entity as a director, officer, partner, trustee, employee, member, manager, agent or fiduciary of any other corporation, partnership, joint venture, trust, employee benefit, limited liability company or other organization or entity, whether for profit or not, shall stand in the same position under this Article with respect to the new or surviving corporation as he would if he had served the new or surviving corporation in the same capacity.

Section 10.03. Advancement of Expenses.

- (a) Expenses incurred by an Eligible Person who is a Director of the Corporation in defending any Claim shall be paid by the Corporation in advance of the final disposition of such Claim promptly as they are incurred upon receipt of an undertaking by or on behalf of such Eligible Person to repay such amount if he or she is determined not to be entitled to indemnification.
- (b) Expenses incurred by any other Eligible Person with respect to any Claim may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the Eligible Person to repay such amount if he or she is determined not to be entitled to indemnification.

Section 10.04. Non-Exclusivity and Insurance. The rights of indemnification and advancement of expenses provided in this Article shall be in addition to any rights to which any Eligible Person may otherwise be entitled. The Board of Directors may, at any time and from time to time:

- (a) approve indemnification of any Eligible Person to the fullest extent authorized or permitted by the provisions of applicable law or otherwise consistent with the public policy of the State of Indiana, whether on account of past or future transactions, and
- (b) authorize the Corporation to purchase and maintain insurance on behalf of any Eligible Person against any Liability or Expense asserted against or incurred by him or her in such capacity or arising out of his or her status as an Eligible Person, whether or not the Corporation would have the power to indemnify him or her against such Liability or Expense.

Section 10.05. Contract. The provisions of this Article shall be deemed to be a contract between the Corporation and each Eligible Person, and an Eligible Person's rights hereunder shall not be diminished or otherwise adversely affected by any repeal, amendment, or modification of this Article that occurs subsequent to such person becoming an Eligible Person.

ARTICLE XI **AMENDMENT OF ARTICLES**

Section 11.01. Amendment. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles or in any amendment hereto or to add any provision to these Articles or to any amendment hereto in any manner now or hereafter prescribed or permitted by the provisions of the Indiana Insurance Law as from time to time in effect or by the provisions of any other applicable statute of the State of Indiana.—All rights conferred upon shareholders in these Articles or any amendment hereto are granted subject to this reservation.



South Carolina Department of Insurance

1201 Main Street, Suite 1000
Columbia, S.C. 29201

Mailing Address:

P.O. Box 100105

Columbia, S.C. 29202-3105

Telephone: (803) 737-6805 Fax: (803) 737-6159

MARK SANFORD
Governor

SCOTT H. RICHARDSON CPCU
Director of Insurance

October 26, 2007

Todd Hagely
Executive Vice President and
Chief Financial Officer
Direct General Insurance Company
1281 Murfreesboro Road
Nashville, Tennessee 37217-2432

Re: Direct General Insurance Company (Direct General)
Redomestication from South Carolina to Indiana

Dear Mr. Hagley:

This letter is in reference to the redomestication of Direct General from South Carolina to Indiana. It is my understanding that the redomestication is anticipated to take place prior to year end 2007.

Please be informed that the South Carolina Department of Insurance does not object to the redomestication of Direct General from South Carolina to Indiana. Direct General remains in good standing in the State of South Carolina. While a domestic company in the State of South Carolina, this Department did not make any determinations or raise any objections with respect to the Direct General's financial soundness or market practices. Additionally, the redomestication of Direct General should not have any adverse impact on the policyholders of Direct General.

Please provide the Department with a copy of the Indiana Department's approval of the redomestication, once available. In the meantime, do not hesitate to contact me with any requests for additional information needed to complete the redomestication.

Very truly yours,

A handwritten signature in black ink, appearing to read "Scott H. Richardson". The signature is fluid and cursive.

Scott H. Richardson

cc: Charles Perry
Deputy Director
Financial Services



OFFICE OF INSURANCE REGULATION

KEVIN M. MCCARTY
COMMISSIONER

FINANCIAL SERVICES
COMMISSION

CHARLIE CRIST
GOVERNOR

ALEX SINK
CHIEF FINANCIAL OFFICER

BILL MCCOLLUM
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

November 14, 2007

Mr. Thomas J. Maida
Foley & Lardner LLP
106 East College Avenue
Tallahassee, Fl. 32301-7732

Re: Direct General Insurance Company, a commercially domiciled insurer
Redomestication from South Carolina to Indiana.

Dear Mr. Maida:

The Office is in receipt of the application submitted to State of Indiana to redomesticate from South Carolina to Indiana. Pursuant to Consent Order 22997-97-C the Office has perused the application submitted and has no objections to the proposed redomestication. Once the application has been approved by Indiana please submit a copy of your approval letter to the Office. Thank you in advance for your cooperation.

Please give me a call at (850) 413-5164 should you have any questions.

Sincerely,



Rodney N. Smith

CC. Wes Strickland (via e-mail)