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TALLAHASSEE, FLORIDA

J. BRYAN

JUL 29 2008

EXAMINER

408A-43545

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TOWER HILL INSURANCE GROUP, LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Scott P. Rowe

(Contact Person)

Tower Hill Insurance Group

(Firm/Company)

7201 NW 11th Place

(Address)

Gainesville, FL 32605

(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Scott P. Rowe

(Name of Contact Person)

at (352) 333-1209

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☒ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

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

Certificate of Conversion

For

Tower Hill Insurance Group, Inc.,
A Florida Corporation For Profit

Into

Tower Hill Insurance Group, LLC,
A Florida Limited Liability Company

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TALLAHASSEE, FLORIDA

#422421

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation for profit into a Florida limited liability company in accordance with Section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Tower Hill Insurance Group, Inc.

2. The "Other Business Entity" is a Florida corporation for profit first incorporated under the laws of the State of Florida on March 30, 1973.

3. The "Other Business Entity" is currently a Florida corporation.

4. The name of the Florida limited liability company as set forth in the attached Articles of Organization is:

Tower Hill Insurance Group, LLC

5. The conversion effected hereby and the Articles of Organization attached hereto shall be effective upon filing.

Signed this 28th day of July, 2008.

Signature of Authorized Representative of Limited Liability Company:

Signature

Printed name

Title

Scott P. Rowe
Scott P. Rowe
Senior Legal Officer

Signature of Authorized Representative of Other Business Entity

Signature

Printed name

Title

D. C. Matz, Jr.
DONALD C. MATZ, JR.
PRESIDENT

**ARTICLES OF ORGANIZATION
OF
TOWER HILL INSURANCE GROUP, LLC**

The undersigned authorized representative of one or more members hereby submits these Articles of Organization pursuant to the Florida Limited Liability Company Act for the purpose of forming such limited liability company (the "Company"):

ARTICLE I

Name

The name of the Company is Tower Hill Insurance Group, LLC. These Articles of Organization may be referred to as the "Articles." The Operating Agreement of the Company to be adopted by its members may be referred to as its "Operating Agreement."

ARTICLE II

Initial Principal Place of Business and Mailing Address

The Company's initial street address shall be:

Tower Hill Insurance Group, LLC
7201 NW 11th Place
Gainesville, Florida 32605

The Company may designate such alternate place or places of business according to procedures for Company action as set forth in its Operating Agreement and as allowed by law.

ARTICLE III

Initial Registered Agent and Office

The street address of the registered agent of the Company is 7201 NW 11th Place, Gainesville, Florida 32605, and the name of its initial registered agent at that address is Scott R. Rowe.

ARTICLE IV

Purposes and Powers

The Company is authorized to transact any business permitted by the laws of the state of Florida, as amended from time to time, for a limited liability company. The Company will be managed by a Board of Managing Members. The Managing Members shall be designated, removed, or replaced in the manner set forth in the Operating Agreement and shall have such terms of office as are provided in the Operating Agreement. The Managing Members shall have the authority and duties reserved to them in the Operating Agreement and as provided by applicable law. The Company may amend its Operating Agreement as set forth in such Agreement.

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ARTICLE V
Managing Members

The initial Members of the Company shall be Tower Hill Insurance Group II, Inc., Alachua Capital Corporation and ICS Software Acquisition, Inc. The Managing Member of the Company shall be Tower Hill Insurance Group II, Inc. The address of each of the Members is 7201 NW 11th Place, Gainesville, Florida 32605.

ARTICLE VI
Term of Existence

The Company shall be formed effective on the date of filing hereof and shall have perpetual existence unless dissolved in accordance with applicable law or procedures that may be set forth in its Operating Agreement.

IN WITNESS WHEREOF, the undersigned authorized representative has affixed his or her signature this 28th day of July 2008.

By: Scott R. Rowe
Scott R. Rowe, Authorized Representative

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the duties and obligations of its position as registered agent.

Dated this 26th day of July, 2008.

REGISTERED AGENT:

Scott R. Rowe
Tower Hill Insurance Group, LLC

By: Scott R. Rowe

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