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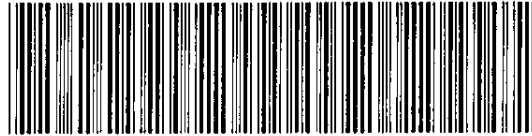
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Certificates of Status _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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C. LEWIS

NOV 17 2010

EXAMINER



FOLEY & LARDNER LLP

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CLIENT/MATTER NUMBER
078639-0104

November 16, 2010

VIA HAND DELIVERY

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle West
Tallahassee, Florida 32301

Re: Filing of Articles of Incorporation and Articles of Organization
Request for Certificates of Status

Dear Sir or Madam:

Enclosed, for filing, please find the following:

- Original Executed Articles of Incorporation for RetailFirst Assessable Mutual Insurance Company (\$70 filing fee)
- Original Executed Amended and Restated Articles of Incorporation for RetailFirst Assessable Mutual Insurance Company (\$35 filing fee)
- Original Executed Amended and Restated Articles of Incorporation for RetailFirst Mutual Insurance Company (\$35 filing fee)
- Original Executed Articles of Incorporation for RetailFirst Mutual Holdings, Inc. (\$70 filing fee)
- Original Executed Articles of Incorporation for RetailFirst Holdings, Inc. (\$70 filing fee)
- Original Executed Articles of Organization for RetailFirst Services LLC (\$125 filing fee)

Also, we would like to request two (2) original Certificates of Status for RetailFirst Mutual Holdings, Inc., RetailFirst Holdings, Inc., RetailFirst Insurance Company, and RetailFirst Services, LLC. Our understanding of the fees for these is as follows: 1) \$5.00 for each Certificate of Status for RetailFirst Services, LLC; and 2) \$8.75 for each Certificate of Status for the remaining entities.

I have enclosed a check in the amount of \$467.50 made payable to the Department of State to cover all of the above-referenced fees.

Thank you for your assistance in this matter.

BOSTON
BRUSSELS
CHICAGO
DETROIT

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TALLAHASSEE
TAMPA
TOKYO
WASHINGTON, D.C.

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FOLEY & LARDNER LLP

Department of State
November 16, 2010
Page 2

Sincerely yours,

A handwritten signature in black ink, appearing to read 'G. Donovan Brown', written in a cursive style.

G. Donovan Brown

GDB:gdb
Enclosures

**ARTICLES OF ORGANIZATION
OF
RETAILFIRST SERVICES, LLC**

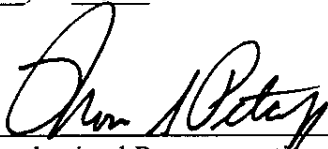
FILED
10 NOV 17 AM 9:24
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State, the following are the Articles of Organization for RetailFirst Services, LLC (the "Company"):

1. Name. The name of the Company is RetailFirst Services, LLC.
2. Mailing Address and Principal Place of Business. The Company's mailing address and principal office shall be located at 2310 Commerce Point Drive, Lakeland, Florida 33801.
3. Initial Registered Agent. The name and address of the initial registered agent in Florida for the Company are:

F&L Corp.
One Independent Drive
Suite 1300
Jacksonville, Florida 32202
4. Duration. This limited liability company shall exist perpetually unless dissolved in accordance with applicable law or procedures that may be set forth in its Operating Agreement. Existence shall commence on the date these Articles are filed with the Department of State.

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned, authorized representative of a member of the Company, has executed these Articles of Organization this 12th day of November, 20 10.



Authorized Representative
Thomas S PETCOFF

Printed Name

ACCEPTANCE BY REGISTERED AGENT

The undersigned, a corporation resident in the State, having been named in Section 3 of Articles of Organization of RetailFirst Services, LLC (the "Company") as the initial registered agent for the Company at the office designated in the Company's Articles of Organization, in accordance with Section 608.415 of the Florida Statutes, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with and hereby accepts the obligations of such position.

F&L Corp.

By: 

Thomas J. Maida

Authorized Representative

EXECUTED this 11th day of November, 2010.