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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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February 25, 2004

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

**Via Hand Delivery**

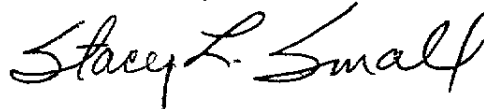
Re: Guaranty Fund Management Corporation

Dear Sir or Madam:

Enclosed for filing with your office are Articles of Incorporation for Guaranty Fund Management Corporation. Also enclosed is a check in the amount of \$78.75 to cover the applicable filing fees and certified copy charge.

Please give me or Lezlie Allen in our office a call when the certified copy is ready and we will arrange for someone to pick it up. If you have any questions or if additional information is required, please do not hesitate to contact our office. Your assistance is appreciated.

Sincerely,



Stacy L. Small  
Paralegal

Enclosures

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04 FEB 25 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
GUARANTY FUND MANAGEMENT CORPORATION**

The undersigned, acting as incorporators of this not-for-profit Corporation pursuant to Chapter 617, Florida Statutes, adopt the following articles of incorporation as follows:

**ARTICLE I**

Name

The name of this Corporation is Guaranty Fund Management Corporation. The initial address of the corporation is 1425 East Piedmont, Suite 201B, Tallahassee, Florida 32308.

**ARTICLE II**

Duration

The period of the duration of this Corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon filing with the Secretary of State.

**ARTICLE III**

Purpose

The purpose of Guaranty Fund Management Corporation shall be: to provide management and claims supervisory services to the Florida Insurance Guaranty Association, Incorporated and the Florida Workers' Compensation Insurance Guaranty Association, Incorporated created and existing by statute and which provide for payment of claims of insolvent insurers (hereinafter referred to as "guaranty funds"); to assist guaranty funds in the discharge of their statutory responsibility to handle promptly and efficiently covered claims against insolvent insurers and insurer organizations; and to do any and all things appropriate to accomplish such purposes.

**ARTICLE IV**

Members

The members of the Corporation shall be the Florida Insurance Guaranty Association and the Florida Workers' Compensation Insurance Guaranty Association. The Bylaws shall describe the rights of members.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V**

Registered Agent

The street address and city of the registered office of the Corporation is:

204 South Monroe Street  
Tallahassee, FL 32301

The name of the registered agent at such address is:

Timothy J. Meenan

**ARTICLE VI**

Board of Directors and Officers

The number of persons constituting the Board of Directors of the Corporation shall be six (6). Directors shall be elected or appointed in accordance with the By-laws of the Corporation. The By-laws may also provide for the selection of such officers as are deemed necessary or desirable.

**ARTICLE VII**

Indemnification of Officers and Directors

All officers and directors of this Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office as provided in the By-laws. The Corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

**ARTICLE VIII**

Incorporators


The name and address of the original incorporators of this Corporation are as follows:


Robert Jarratt, Chairman  
Florida Insurance Guaranty Association  
10151 Deerwood Park Blvd.  
Building 100, Ste. 400  
Jacksonville, FL 32256-0556

and

Tom Stahl  
Florida Workers' Compensation Insurance Guaranty Association  
1425 East Piedmont, Suite 201B  
Tallahassee, Florida 32308

IN WITNESS WHEREOF, the undersigned, being the incorporators of this Corporation, have executed these articles of incorporation on the 24 day of Feb., 2004.

  
Robert Jarratt  
Incorporator

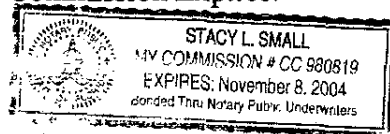
  
Tom Stahl  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

Sworn to and subscribed before me this 23 day of Feb. 2004, by Tom Stahl, who is personally known to me or who has produced FL. Driver's License identification and who did take an oath.

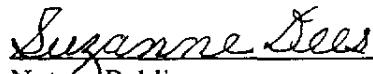
  
Notary Public  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF Alachua



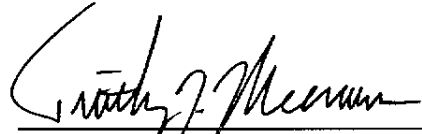
Sworn to and subscribed before me this 24 day of Feb. 2004, by Robert Jarratt, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

SUZANNE DEES  
Notary Public, State of Florida  
My comm. exp. Jan. 15, 2005  
Comm. No. CC 991777

  
Notary Public  
My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation at the place designated in these articles of incorporation, I hereby agree to act in this capacity, and I agree to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open said office for service of process.

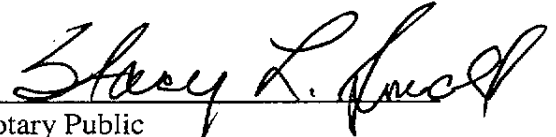


Timothy J. Meenan  
Registered Agent

Date: 2-23-04

**STATE OF FLORIDA  
COUNTY OF LEON**

Sworn to and subscribed before me this 23 day of Feb, 2004, by Timothy J. Meenan, who is personally known to me or who has produced N/A as identification and who did take an oath.



Notary Public  
My Commission Expires:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA