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Reply to: Tallahassee Office

September 13, 2000

By Messenger

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Protegrity Services Inc.  
Formation of Corporation

700003392267--8  
-09/13/00--01049--023  
\*\*\*\*113.75 \*\*\*\*113.75

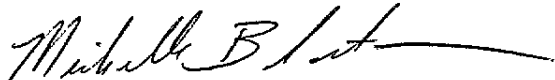
Ladies and Gentlemen:

Enclosed for filing please find two (2) counterpart originals and three (3) photocopies of the Articles of Incorporation of Protegrity Services Inc. Please file these Articles, stamp all the other copies "Filed," and certify the duplicate original and all three photocopies, for a total of four (4) certified copies. Please also issue one (1) certificate of status.

I have enclosed a check in the amount of \$113.75 for the filing, certification, and certificate of good standing fees. Our messenger will pick up the certified copies and certificate after 11:00 a.m. on Thursday, September 14, 2000.

Please call me if you have any questions or require additional information. Thank you for your assistance in this matter.

Very truly yours,



Michelle Blanton  
Assistant to Gary P. Timin

Enclosures

T. SMITH SEP 14 2000

**ARTICLES OF INCORPORATION  
OF  
PROTEGRITY AGENCY INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

00 SEP 13 2:09 57  
TALLAHASSEE, FLORIDA  
CLERK OF THE CIRCUIT COURT

**ARTICLE I**  
**Name and Address**

The name of the Corporation shall be Protegrity Agency Inc. Its principal office shall initially be located at 280 Wekiva Springs Road, Longwood, Florida 32791. The Corporation may establish and maintain the principal office and other offices of the Corporation at such other place or places within or outside the State of Florida as may be determined from time to time by the Board of Directors.

**ARTICLE II**  
**Nature of Business**

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida. Without limiting the generality of the foregoing, the Corporation may engage in the business of a managing general agent, a third party administrator, or both, in Florida and other jurisdictions.

**ARTICLE III**  
**Stock**

The authorized capital stock of the Corporation shall consist of One Thousand (1,000) shares of a single class of voting Common Stock with par value of one cent (\$.01) per share. The stock of the Corporation shall be issued for such consideration, and on such terms and conditions, as may be determined by the Board of Directors from time to time.

**ARTICLE IV**  
**Incorporator**

The name and street address of the incorporator of this Corporation are as follows:

Gary P. Timin, Esq.  
Katz, Kutter, Haigler, Alderman,  
Bryant & Yon, P.A.  
106 East College Avenue -- Suite 1200  
Tallahassee, Florida 32301

**ARTICLE V**  
**Term of Corporate Existence**

The Corporation shall exist perpetually unless and until dissolved according to law.

**ARTICLE VI**  
**Address of Registered Office and Registered Agent**

The initial registered office of the Corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301, and the initial registered agent of the Corporation at such office shall be Corporation Service Company, to receive service of process and perform other functions as are required of or undertaken by the registered agent.

**ARTICLE VII**  
**Board of Directors**

The business of the Corporation shall be managed by a Board of Directors consisting of one or more directors. The initial term of office of the director named in Article VIII shall be for one year after the date of incorporation, or until the first annual meeting of stockholders, or until his successor is elected. The size of the Board may be altered as provided in the by-laws of the Corporation.

**ARTICLE VIII**  
**Initial Director**

The Board of Directors shall initially consist of one (1) director. The name and address of the initial director of the Corporation are: D. Gene Roberts, 260 Wekiva Springs Road, Longwood, Florida 32791.

**ARTICLE IX**  
**Transactions In Which Directors**  
**Or Officers Are Interested**

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee that authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

## **ARTICLE X**

### **Indemnification of Directors and Officers**

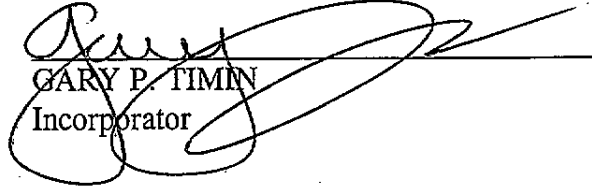
The Corporation may indemnify, and may insure, its directors, officers, and agents to the fullest extent permitted by applicable Florida law. The Corporation may from time to time adopt by-laws, enter into contracts, purchase insurance, and take other actions authorized by the Board of Directors in accordance with and to implement this Article.

## **ARTICLE XI**

### **Amendments**

These Articles of Incorporation may be amended in any manner authorized or permitted by the Florida Business Corporation Act, as from time to time amended, and in accordance with any provisions of the Corporation's by-laws, consistent with said Act, respecting such amendments.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the incorporator named above as of the 13 day of September, 2000.

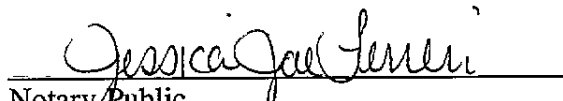
  
GARY P. TIMIN  
Incorporator

STATE OF FLORIDA

COUNTY OF LEON

I HEREBY CERTIFY that on ~~this day~~ personally appeared before me, the undersigned authority, Gary P. Timin, to me personally known or who produced a driver's license as identification and known to me to be the person who executed the foregoing instrument, and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 13 day of September, 2000.

  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Commission Number: \_\_\_\_\_



Jessica Jae Ferreri  
MY COMMISSION # CC670705 EXPIRES  
August 31, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

## ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Protegrity Agency Inc., a Florida corporation, at the place designated in its Articles of Incorporation, the undersigned, Corporation Service Company, accepts such appointment and agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: 

Name: BRIAN COURTNEY, ASST. V.P.

Title:

Duly authorized hereunto