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LAW OFFICE
MOSHER AND SCHNEIDER, P. A.

1550 CLEARLAKE CENTRE
250 AUSTRALIAN AVENUE
WEST PALM BEACH, FLORIDA 33401
(561) 471-9000

EDGAR S. MOSHER
(1878-1939)
ESTHER MOSHER SCHNEIDER
(1906-1977)
GEORGE A. SCHNEIDER
(1906-1985)
JOHN C. SCHNEIDER

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-11/14/00--01084--001
*****70.00 *****70.00

November 13, 2000

Re: MUTUAL INSURANCE GROUP, INC.

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

Federal Express

Gentlemen:

Enclosed are the following documents for the formation of the above-named corporation:

1. Articles of Incorporation (signed by the Registered Agent);
2. One copy of the Articles;
3. Draft for \$70.00 for filing the Articles; and the designation and acceptance by the registered agent;
4. Self-addressed return envelope.

Please arrange for the filing of the Articles of Incorporation and return the copy, and the acknowledgment of filing, in the enclosed self-addressed envelope.

Thank you in advance for your assistance and cooperation.

Very truly yours,

John C. Schneider
John C. Schneider

JCS/nma
Enclosures

00 NOV 14 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Feb 11/16

FILED

00 NOV 14 AM 9:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MUTUAL INSURANCE GROUP, INC.

The undersigned Incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation ("Corporation") shall be:

MUTUAL INSURANCE GROUP, INC.

ARTICLE II

Address of Principal Office

The principal place of business and mailing address of the Corporation shall be:

c/o Mosher and Schneider, P.A.
1550 Clearlake Centre
250 Australian Avenue
West Palm Beach, FL 33401

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration

This Corporation shall have perpetual existence.

ARTICLE V

Shares

The number of shares that this Corporation is authorized to have outstanding at any one time is 10,000, each with a par value of One Dollar (\$1.00).

ARTICLE VI

Registered Agent

The street address of the Corporation's initial registered office and the name of its initial Registered Agent at that address are as follows:

John C. Schneider, Esquire
Mosher and Schneider, P.A.
1550 Clearlake Centre
250 Australian Avenue
West Palm Beach, FL 33401

ARTICLE VII

Board of Directors

A Director is not required to be a resident of the State of Florida or a Shareholder of the Corporation.

ARTICLE VIII

Incorporator

The name and street address of the Incorporator named in these Articles of Incorporation are:

John C. Schneider, Esquire
Mosher and Schneider, P.A.
1550 Clearlake Centre
250 Australian Avenue
West Palm Beach, FL 33401

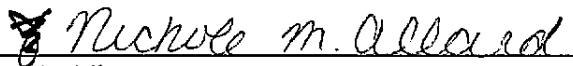
IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the Incorporator this 13th day of November, 2000.



John C. Schneider, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 13th day of November, 2000, by John C. Schneider, who is personally known to me and who did not take an oath.



Notary Public
State and County Aforesaid
My Commission Expires:



Nichole M. Allard
MY COMMISSION # CC951558 EXPIRES
June 29, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

00 NOV 14 AM 9:23

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MUTUAL INSURANCE GROUP, INC.
2. The name and address of the registered agent and office are:

John C. Schneider, Esquire
Mosher and Schneider, P.A.
1550 Clearlake Centre
250 Australian Avenue
West Palm Beach, FL 33401

Signature


John C. Schneider, Incorporator

Title

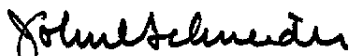
Incorporator

Date

November 13, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature


John C. Schneider

Date

November 13, 2000