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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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NAME: ASSOCIATED REINSURANCE MANAGEMENT CORPORATIO

AUDIT NUMBER.....H01000095323

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION
ASSOCIATED REINSURANCE MANAGEMENT CORPORATION**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "Act"), hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of the Corporation is Associated Reinsurance Management Corporation (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 709 First Avenue, Welaka, Florida 32193.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, \$.001 par value per share.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

C. Graham Carothers, Esq.
Shumaker, Loop & Kendrick, LLP
101 East Kennedy Blvd., Suite 2800
Tampa, Florida 33602

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall have initially two directors to hold office until the first annual meeting of shareholders and until their successors shall have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors of the Corporation are:

Alph H. Browne	Diana D. Browne
709 First Avenue	709 First Avenue
Welaka, Florida 32193	Welaka, Florida 32193

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

C. Graham Carothers, Esq.
Shumaker, Loop & Kendrick, LLP
101 East Kennedy Blvd., Suite 2800
Tampa, Florida 33602

ARTICLE VIII
DIRECTOR LIABILITY AND INDEMNIFICATION

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX
CORPORATE EXISTENCE

Corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

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SHUMAKER LOOP KENDRICK

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31st day of August, 2001.


E. Graham Carothers, Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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 Associated Reinsurance Management Corporation
2. The name and address of the registered agent and office are:

C. Graham Carothers, Esq.
Shumaker, Loop & Kendrick, LLP
101 East Kennedy Blvd., Suite 2800
Tampa, Florida 33602

SIGNATURE:
TITLE:

C. Graham Carothers, Esq.
C. Graham Carothers, Incorporator

DATE: August 31, 2001

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

C. Graham Carothers, Esq.
C. Graham Carothers, Registered Agent

DATE: August 31, 2001

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