### TRANSMITTAL LETTER

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NOTE: Please provide the original and one copy of the articles.

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#### **ARTICLES OF INCORPORATION**

**OF** 

#### MESSER INSURANCE GROUP, INC.

The undersigned incorporators to these Articles of Incorporation, natural persons competent to contract, hereby present these articles of incorporation for the formation of a corporation under the applicable laws of the State of Florida.

#### ARTICLE I. NAME

The name of this corporation is Messer Insurance Group, Inc.

#### ARTICLE II. CORPORATE DURATION

The duration of the corporation is perpetual.

#### ARTICLE III. PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida

#### ARTICLE IV. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 3522 Thomasville Road, Suite 301, Tallahassee, Florida 32309.

#### ARTICLE V. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares. Such shares shall be of a single class, and shall have a par value of Five Dollars (\$5.00) per share.

#### ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 3522 Thomasville Road, Suite 301, Tallahassee, Florida 32309. The name of the initial registered agent of this corporation at the address listed above is William Atwood Messer.

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and address of the initial director of the corporation is:

William Atwood Messer, 3261 Citation Trail, Tallahassee, Florida 32309

#### ARTICLE VIII. OFFICERS

The names and offices held by the initial officers of this corporation are:

William Atwood Messer - President, Vice President, Secretary, and Treasurer

#### ARTICLE IX. INCORPORATORS

The name and address of the incorporator of this corporation is William Atwood Messer, 3261 Citation Trail, Tallahassee, Florida 32309.

#### ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this \_/9 day of September, 2001.

WILLIAM ATWOOD MESSER, Incorporate

## CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the indersigned 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 Messer Insurance Group, Inc.
- The name and address of the registered agent and office is William
   Atwood Messer, 3522 Thomasville Road, Suite 301, Tallahassee, Florida 32309.

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.

WILLIAM ATWOOD MESSER

#### STATE OF FLORIDA

#### COUNTY OF LEON

I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State of Florida, County of Leon, to take acknowledgments, personally appeared WILLIAM ATWOOD MESSER, the person described as the incorporator of MESSER INSURANCE GROUP, INC., and he executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal at Leon County, Florida this  $19^{44}$  day of September, 2001.

Notary Public

DEBORAH A. KITCHEN
MY COMMISSION # CC 898138
EXPIRES: December 27, 2003
Bonded Thru Notary Public Underwriters

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