

# BALCH & BINGHAM LLP

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June 21, 2002

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-06/27/02-01024-013

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Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 323143

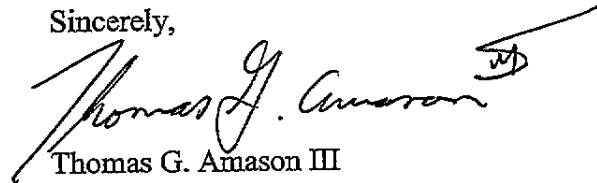
Re: Nexity Financial Services of Florida, Inc.

Dear Sir/Madam:

Enclosed are an original and two (2) copies of the Articles of Incorporation and a check for \$87.50 to cover the fees for filing, a certified copy and a Certificate of Status. Please return the certified copy and the Certificate of Status to me. I have enclosed a self-addressed, stamped envelope for your convenience in so doing.

If you need any additional information, please contact me at (205) 226-3463.

Sincerely,



Thomas G. Amason III

TGAIII/rb  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
NEXITY FINANCIAL SERVICES OF FLORIDA, INC.**

The undersigned, acting as incorporator under the Florida Business Corporation Act adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

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

**NEXITY FINANCIAL SERVICES OF FLORIDA, INC.**

**ARTICLE II**

**Purposes**

The nature of the business of the Corporation and its objects, purposes and powers are:

- (a) To engage in the insurance production business and all related activities;
- (b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant in connection therewith;
- (c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Florida or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Florida;
- (d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the Corporation, or otherwise, to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner

the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

(e) To make contracts, including guarantee and suretyship contracts and indemnity agreements, incur liabilities, borrow money, issue its notes, bonds and other obligations (which may be convertible into or include the option to purchase other securities of the Corporation), secure any of its obligations (or the obligations of others for whom it can make guarantees, whether or not a guarantee is made) by mortgage or pledge of or creation of security interests in any of its property, franchises, or income, and, without limiting the generality of the foregoing; (a) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of the contracting Corporation, (b) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of (i) an entity that is wholly owned, directly or indirectly, by the contracting Corporation or (ii) a person that owns, directly or indirectly, all of the outstanding stock of the contracting Corporation or (iii) an entity that is wholly owned, directly or indirectly, by a person that owns, directly or indirectly, all of the outstanding stock of the Corporation;

(f) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(g) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other entity;

(h) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, or other welfare, benefit or incentive plans for any or all of its current, future or former directors, officers, employees and agents;

(i) To make donations for the public welfare or for charitable, scientific or educational purposes; and

(j) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Corporation or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Corporation shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Corporation is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Florida or any reasonable construction of such laws.

### ARTICLE III

#### Capital Stock

3.01 The total number of shares of all classes of capital stock ("Shares") which the Corporation shall have the authority to issue is One Thousand (1,000), consisting of One Thousand (1,000) shares of \$.01 par value common stock.

3.02 Distributions with respect to all classes and series of Shares shall be made only when, as and if authorized by the Board of Directors; provided, however, that no distribution may be made if, after giving it effect, (i) the Corporation would not be able to pay its debts as they become due in the usual course of business; or (ii) the Corporation's total assets would be less than the sum of its total liabilities.

3.03 The Board of Directors is expressly authorized to create and issue, by resolution(s) adopted from time to time, warrants, rights or options entitling the holders thereof to purchase Shares of any kind, class or series, whether or not in connection with the issuance and sale of any Shares or other securities or evidences of indebtedness. The Board of Directors is also authorized expressly to determine the terms, including, without limit, the time or times within which, the price or prices and any adjustments thereto, whereby Shares may be purchased upon the exercise of any such warrant, right or option. The judgment of the Board of Directors shall be conclusive as to the adequacy of the consideration received for any such rights or options.

### ARTICLE IV

#### Miscellaneous

In furtherance and not in limitation of the powers conferred by law, the following provisions for the regulation of the Corporation, its directors and shareholders are hereby established:

4.01 The Corporation shall indemnify any director of this Corporation to the fullest extent permitted by law. Any repeal or modification of this Section 4.01 by the shareholders of the Corporation shall be prospective only, and shall not diminish the rights, or expand the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

4.02 The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE V

Initial Principal Office

The location and mailing address of the corporation's initial principal office shall be 3500 Blue Lake Drive, Suite 330, Birmingham, Alabama 35243.

ARTICLE VI

Registered Office and Agent

The location and mailing address of the Corporation's registered office shall be 1200 South Pine Island Road, Plantation, Florida 33324 and the registered agent at such address shall be CT Corporation System.

ARTICLE VII

Board of Directors

The Corporation's initial Board of Directors shall consist of three (3) persons who shall serve until the first annual meeting of the sole shareholder and until their successors are elected and qualified. The names and addresses of the members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
David Long	3500 Blue Lake Drive, Suite 330 Birmingham, Alabama 35243
Greg Logan Lee	3500 Blue Lake Drive, Suite 330 Birmingham, Alabama 35243
John J. Moran	3500 Blue Lake Drive, Suite 330 Birmingham, Alabama 35243

ARTICLE VIII

Incorporator

The name and address of the Incorporator of the Corporation is as follows:

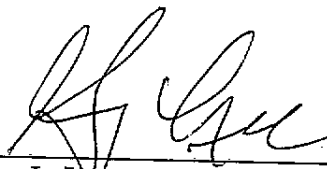
Name

Address

Greg L. Lee

3500 Blue Lake Drive, Suite 330  
Birmingham, Alabama 35243

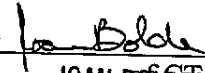
Dated the 20<sup>th</sup> day of June, 2002.

  
\_\_\_\_\_  
Greg L. Lee  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

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.

Date: June 24, 2002

  
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JOAN W. BODE Corporation System  
ASSISTANT SECRETARY

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA