

08/16/02 09:47 FAX 727 823 6518

Division of Corporations

BANKERS INSURANCE

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P02000089283

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Bankers Management Corporation

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BANKERS INSURANCE

Department of State 8/15/2002 2:39 PAGE 1/1 RightFAX

002



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 15, 2002

BANKERS INSURANCE CO.

SUBJECT: BANKERS MANAGEMENT CORPORATION
REF: W02000023327

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.
NAME NEED APPROVAL FROM BANKING. PLEASE CALL OUR OFFICE FOR INSTRUCTIONS.

If you have any further questions concerning your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

FAX Aud. #: H02000179160
Letter Number: 902A00047899

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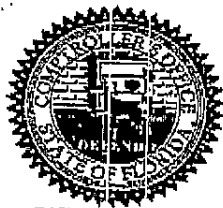
DIVISION OF BANKING

850 410 9548

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P.02/02

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ROBERT J. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

August 16, 2002

Ms. Nancy C. Haire
Corporate Paralegal
Bankers Insurance Company
360 Central Avenue
St. Petersburg, Florida 33701

Dear Ms. Haire:

Re: Bankers Management Corporation

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

Alex Hager
Director

AH:ker

cc: Karon Beyer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office

Division of Banking, 101 East Gaines Street, Suite 636,
Telephone: (850) 410-9111, Fax No.: (850) 410-9548

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TOTAL P.02

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ARTICLES OF INCORPORATION
OF

BANKERS MANAGEMENT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND
FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION
UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLES I.

NAME

The name of this corporation is BANKERS MANAGEMENT CORPORATION.

ARTICLES II.

PURPOSE

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

ARTICLES III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to
have outstanding at any time is 10,000 shares of common stock at 01/100 (\$.01) Dollars
per share par value.

This instrument was prepared
by and return to:
Robert G. Southey
Fla Bar # 0955991
P. O. Box 15707
St. Petersburg, FL 33733
(727) 823-4000 ext. 4432

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ARTICLES IV.

DURATION

This corporation is to exist perpetually.

ARTICLES V.

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 360 Central Avenue, St. Petersburg, FL 33701, Pinellas, County, Florida .

The name and street address of the initial registered agent of the corporation in the State of Florida is: DAVID B. SNYDER at 360 Central Avenue, St. Petersburg, FL 33701 The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLES VI.

INCORPORATORS

The names and addresses of the incorporators of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
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David B. Snyder	360 Central Avenue, St. Petersburg, FL 33701
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ARTICLES VII.

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 9th day of August, 2002.


David B. Snyder, Registered Agent


David B. Snyder, Incorporator

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