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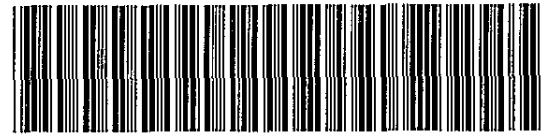
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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01 JAN 13 AM 8:43
SEALER OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials/signature



January 8, 2004

Ms. Stacy Prather
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: **Regency Insurance Company**

Dear Stacy:

Enclosed you will find three (3) original Certificates of Domestication and Articles of Incorporation in connection with the redomestication of Regency Insurance Company from North Carolina to the State of Florida.

Also enclosed is a check in the amount of \$163.75 for necessary fees. Please return two (2) each of the certified Articles of Incorporation, Certificates of Domestication, and Certificates of Status to the following:

Jonathon B. Palmquist
Secretary & General Counsel
Regency Insurance Company
7201 NW 11th Place
Gainesville, FL 32607

As we discussed, the North Carolina Secretary of State required concurrent filing of these documents. Please issue a filing date of 1-13-04 to meet this requirement.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to call.

Sincerely,

REGENCY INSURANCE COMPANY

Cheryl A. Feather
Legal Department


Enclosures

CERTIFICATE OF DOMESTICATION

The undersigned, Jonathon B. Palmquist, Secretary, of REGENCY INSURANCE COMPANY a foreign corporation, in accordance with F.S. §607.1801, does hereby certify:

1. The date on which the corporation was first formed was November 26, 1986.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was North Carolina.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was REGENCY INSURANCE COMPANY.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is REGENCY INSURANCE COMPANY.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was North Carolina.
6. Attached are Florida Articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Secretary of Regency Insurance Company and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 7th day of January, 2004.



Jonathon B. Palmquist
Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
REGENCY INSURANCE COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), all of whom are United States citizens, natural persons over the age of eighteen (18) years, and competent to contract, hereby form a stock insurance company under the laws of the State of Florida.

Article I.

Name. The name of this Corporation is REGENCY INSURANCE COMPANY.

Article II.

Principal Office. The principal place of business shall be in Alachua County, City of Gainesville, Florida and the physical location and mailing address of this corporation shall be: 7201 N.W.11th Place, Gainesville, Florida 32605. The Corporation may establish and maintain the principal place of business at such other place within the State of Florida as may be determined by the Board of Directors from time to time.

Article III.

Duration. The period of duration of this Corporation shall be perpetual.

Article IV.

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States, under the Florida General Corporation Act, and to engage in every aspect of property and casualty insurance and reinsurance as permitted under Florida Insurance law and conducting such other business as may be permitted for such an insurance company under applicable law, and the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, properties, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V.

Capital Stock. This Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock. All shareholders shall have preemptive rights in future stock sales by the Corporation. The Corporation shall not begin transacting insurance until it achieves

capital and surplus of not less than Five Million Dollars (\$5,000,000), or as required by Florida law.

Article VI.

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors or Shareholders.

Article VII.

Statutory Agents and Office. The initial registered office of this Corporation shall be 7201 N.W. 11th Place, Gainesville, Florida 32605, and the initial registered agent of this Corporation at such office shall be Jonathon B. Palmquist, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open to receive service of process from the Treasurer and Insurance Commissioner of the State of Florida.

Article VIII.

Initial Board of Directors. The Corporation shall have five (5) Directors initially, all of whom are United States citizens over the age of 18. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than five. The names and residence addresses of the initial Directors of this Corporation are:

William J. Shively	608 SW 97 th Terrace, Gainesville, Florida 32607
Phillip M. Thomasson	3857 SW 93 rd Terrace, Gainesville, Florida 32608
Donald C. Matz, Jr.	10357 SW 45 th Lane, Gainesville, Florida 32608
Jonathon B. Palmquist	3419 SW 93 rd Way, Gainesville, Florida 32608
Brian T. Sheekey	8817 SW 61st Avenue, Gainesville, FL 32608

Article IX.

Incorporators. The names and residence addresses of the incorporators, all of whom are United States citizens over the age of 18, are:

William J. Shively	608 SW 97 th Terrace, Gainesville, Florida 32607
Phillip M. Thomasson	3857 SW 93 rd Terrace, Gainesville, Florida 32608

Donald C. Matz, Jr. 10357 SW 45th Lane, Gainesville, Florida 32608
Jonathon B. Palmquist 3419 SW 93rd Way, Gainesville, Florida 32608
Brian T. Sheekey 8817 SW 61st Avenue, Gainesville, FL 32608

Article X.

Transactions In Which Directors or Officers Are Interested.

A. No contract or other transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, firm, or entity in which one or more of the corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes or approves the contract or transaction; or
2. The fact of such relationship or interest is disclosed or known to the shareholders of the corporation entitled to vote thereon, and they authorize or approve such contract or transaction; or
3. The contract or transaction is fair and reasonable as to the corporation.

ARTICLE XI.

Indemnification. The Corporation shall defend, indemnify and hold harmless its directors, officers, and agents against liabilities arising out of their respective services and duties to the Corporation. Indemnification will be made for costs and expenses, including attorney fees, judgments, and settlement payments.

ARTICLE XII.

Redomestication. This Corporation shall be a continuation of the corporation originally incorporated as Regency Insurance Company in the office of the Secretary of State of the State of North Carolina on November 26, 1986 and redomesticated in Florida by the filing in the office of the Secretary of State of the States of Florida and North Carolina of these Articles and the Order of the Commissioner of Insurance of the State of Florida dated December 30, 2003, and of the State of North Carolina dated January 7, 2004, approving such redomestication.


The Incorporators have hereunto set their hands and signature this 7th day of January, 2004.



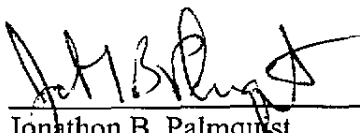
William J. Shively



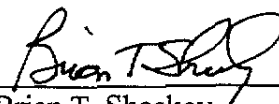
Phillip M. Thomasson



Donald C. Matz, Jr.



Jonathon B. Palmquist



Brian T. Sheekey

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, William J. Shively, personally known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 7th day of January, 2004.



Notary Public
My Commission Expires: 7/10/2005



Cheryl A. Feather
Commission #DD198675
Expires: Jul 10, 2005
Bonded Thru
Atlantic Bonding Co., Inc

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Phillip M. Thomasson, personally known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 7th day of January, 2004.



Notary Public
My Commission Expires: 7/10/2005




Cheryl A. Feather
Commission #DD198675
Expires: Jul 10, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Donald C. Matz, Jr., personally known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 7th day of January, 2004.



Notary Public
My Commission Expires: 7/10/2005

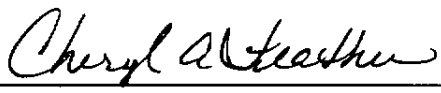


Cheryl A. Feather
Commission #DD198675
Expires: Jul 10, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Jonathon B. Palmquist, personally known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 7th day of January, 2004.



Notary Public
My Commission Expires: 7/10/2005



Cheryl A. Feather
Commission #DD198675
Expires: Jul 10, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Brian T. Sheekey, personally known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 7th day of Janaury, 2004.



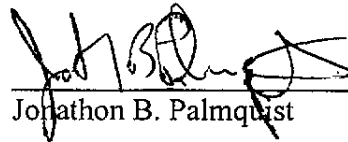
Notary Public
My Commission Expires: 7/10/2005



Cheryl A. Feather
Commission #DD198675
Expires: Jul 10, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE OF REGISTERED AGENT

Having been named to receive legal process duly served upon and forwarded by the Treasurer and Insurance Commissioner of the State of Florida, and to serve for other purposes as registered agent, for Regency Insurance Company at the place designated in its Articles of Incorporation, the undersigned, Jonathon B. Palmquist, agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.



Jonathon B. Palmquist

04 JAN 13 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing Acceptance of Registered Agent for Regency Insurance Company has acknowledged before me this 7th day of January, 2004, by Jonathon B. Palmquist, who is personally know to me or who has produced a driver's license as identification.


Notary Public
My Commission Expires: 7/10/2005



Cheryl A. Feather
Commission #DD198675
Expires: Jul 10, 2005
Bonded Thru
Atlantic Bonding Co., Inc