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FLORIDA PROFIT CORPORATION OR P.A.

Frank Winston Crum of Oklahoma, Inc.

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**ARTICLES OF INCORPORATION
OF
FRANK WINSTON CRUM OF OKLAHOMA, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.
Name**

The name of the Corporation is Frank Winston Crum of Oklahoma, Inc.

**II.
Term of Existence**

The date when corporate existence will commence is December 9, 2004 in accordance with Section 607.0203(1) of the Act.

**III.
Principal Office**

The principal office and mailing address of the Corporation is 100 South Missouri Avenue, Clearwater, Florida 33756.

**IV.
Capital Stock**

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which will be designated Common Stock. The Common Stock will be issued for such consideration as may be determined by the Board of Directors.

**V.
Purposes**

The purposes for which the Corporation is formed are as follows: (a) to transact a general insurance and reinsurance business, other than life insurance, in any of the kinds of insurance authorized by the Florida Insurance Code, Chapters 624, et seq. of the Florida Statutes, as it may be amended from time to time; (b) to perform all acts now or hereafter permitted to be done by a domestic stock insurance company under Florida law; and (c) to conduct any other lawful business permitted under Florida law.

**VI.
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o Piper Rudnick LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer. Provided, however, that registered agent

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shall be appointed by the Board of Directors from time to time in a manner consistent with the Florida Insurance Code.

**VII.
Directors**

The Corporation will have 7 directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but the Corporation will always have at least 5 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Frank W. Crum, Sr.	100 S. Missouri Avenue Clearwater, Florida 33756
Frank W. Crum, Jr.	100 S. Missouri Avenue Clearwater, Florida 33756
Carol A. Critelli	100 S. Missouri Avenue Clearwater, Florida 33756
John H. Meek, Jr.	51 Carlouel Drive Clearwater, Florida 33767
John R. Dixon	15820 Berea Drive Odessa, Florida 33556
Brian M. Boales	2141 Hidden Mill Run Snellville, Georgia 30078

**VIII.
Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David A. Beyer	101 E. Kennedy Blvd., Suite 2000 Tampa, Florida 33602

**IX.
Affiliated Transactions**

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

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X.
Control Share Acquisitions

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

XI.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XII.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XIII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on December 9, 2004.




David A. Beyer, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I accept the appointment as Registered Agent of the Corporation to accept service of process on its behalf, at the place designated in these Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act

Dated: December 9, 2004.



David A. Beyer