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*Amended &
Restated
Articles*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 NOV -3 PM 4:46

FILED

05 NOV -3 PM 4:14

*ADR
11/4/05*

November 2, 2005

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

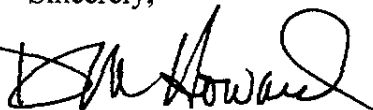
RE: Edison Insurance Company, Inc.
Application for Certificate of Authority – Domestic Insurer

To Whom It May Concern:

We, the organizing management team of Edison Insurance Company, Inc., respectfully submit our original executed Amended and Restated Articles of Incorporation, which were stamped and approved by the Office of Insurance Regulation during our permit process.

Also attached is the Certificate of Designation Registered Agent/Registered Office designating the State Treasurer and Insurance Commissioner as the registered agent pursuant to Section 624.422, Florida Statutes.

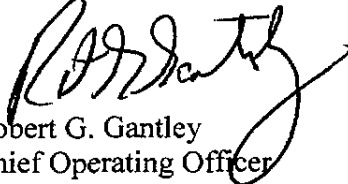
Sincerely,



David M. Howard
President & Chief Executive Officer



Kelly K. King
Chief Financial Officer



Robert G. Gantley
Chief Operating Officer

Enclosures

APPROVED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EDISON INSURANCE COMPANY**

OCT 14 2005

Docketed by: bb

The undersigned incorporators to these Amended and Restated Articles of Incorporation, who are natural persons over the age of 18 years, competent to contract and all of whom are citizens of the United States of America, hereby form a stock insurance corporation in accordance with Chapter 607, Florida Statutes, and the pertinent provisions of the Florida Insurance Code. These Amended and Restated Articles contain amendments that were adopted by the shareholders on Nov 1, 2005.

ARTICLE I

NAME

The name of the corporation shall be EDISON INSURANCE COMPANY. The principal place of business of the corporation shall be 9800 4th Street North, Suite 307, St. Petersburg, Pinellas County, Florida 33702.

ARTICLE II

NATURE OF BUSINESS

The purpose of the corporation is to engage in the business of insurance as a domestic stock property and casualty insurance corporation and to conduct such other business as permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is one million (1,000,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE V

REGISTERED OFFICE AND AGENT

The registered office of this corporation shall be 9800 4th Street North, Suite 307, St. Petersburg, Florida 33702, and the registered agent of the Corporation at such office shall be Kelly K. King as Secretary, 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 Florida Department of Financial Services, Office of Insurance Regulation.

FILED
NOV - 3 2005
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
146

ARTICLE VI

DIRECTORS

The corporation shall have 6 five directors initially and never less than five directors, all of whom are United States citizens and all of whom are over the age of 18. The directors shall be elected by the shareholders, and the Board of Directors shall manage the business and affairs of the Corporation. The terms of office of the initial directors shall be for not more than one year after the date of their installment. The names and residence street addresses of the directors who initial terms of office shall be for one year are:

David Mitchell Howard
4717 Royal Palm Circle NE
St. Petersburg, FL 33703

Kelly K. (I.O.) King
1421 Sturbridge Ct.
Dunedin, FL 34698

Gary VanNoy Trippe
1275 Kasamada Drive
Ft. Myers, FL 33919-1622

Charles Kenneth Idelson
13792 Pine Villa Lane
Ft. Myers, FL 33912-1618

James William Moore
867 Cypress Lake Circle
Fort Myers, FL 33919

~~Efrain Jove
9826 West Broadview Drive
Bay Harbor, FL 33154~~

ARTICLE VII

INCORPORATORS

The names and residence street addresses of the incorporators, who shall stand in substitution for the original incorporator, Guy E. Whitesman, all of whom are over the age of 18 years and all of whom are United States citizens are:

David Mitchell Howard
4717 Royal Palm Circle NE
St. Petersburg, FL 33703

Kelly K. (I.O.) King
1421 Sturbridge Ct.

Dunedin, FL 34698

Gary VanNoy Trippe
1275 Kasamada Drive
Ft. Myers, FL 33919-1622

Charles Kenneth Idelson
13792 Pine Villa Lane
Ft. Myers, FL 33912-1618

James William Moore
867 Cypress Lake Circle
Fort Myers, FL 33919


~~Efrain Jove
9826 West Broadview Drive
Bay Harbor, FL 33154~~

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended, or repealed by the shareholders of the corporation may not be repealed, altered, amended, or readopted by the Board of Directors if the shareholders so provide.

THE INCORPORATORS HAVE HEREUNTO SET THEIR HANDS AND SEALS THIS
27th day of October, 2005.



David Mitchell Howard - President

Kelly K. (I.O.) King

Gary VanNoy Trippe

Charles Kenneth Idelson

James William Moore

~~Efrain Jove~~

STATE OF Florida

COUNTY OF Puellas

Sworn to (or affirmed) and subscribed before me this 27th day of October, 2005, by David M. Howard, who is personally known to me or who produced a _____ as identification.

GAIL T. BASILE
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD293574
EXPIRES 04/12/2008
BONDED THRU 1-688-NOTARY1

Gail T. Basile
NOTARY PUBLIC

My commission expires:

STATE OF _____

COUNTY OF _____

Sworn to (or affirmed) and subscribed before me this ___ day of _____, 2005, by Kelly K. King, who is personally known to me or who produced a _____ as identification.

NOTARY PUBLIC

My commission expires:

STATE OF _____

COUNTY OF _____

Sworn to (or affirmed) and subscribed before me this ___ day of _____, 2005, by Gary V. Trippe, who is personally known to me or who produced a _____ as identification.

NOTARY PUBLIC

My commission expires:

Dunedin, FL 34698

Gary VanNoy Trippe
1275 Kasamada Drive
Ft. Myers, FL 33919-1622

Charles Kenneth Idelson
13792 Pine Villa Lane
Ft. Myers, FL 33912-1618

James William Moore
867 Cypress Lake Circle
Fort Myers, FL 33919

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9826 West Broadview Drive
Bay Harbor, FL 33154~~

ARTICLE VIII

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THE INCORPORATORS HAVE HEREUNTO SET THEIR HANDS AND SEALS THIS
27th day of *October*, 2005.

David Mitchell Howard



Kelly K. (I.O.) King

Gary VanNoy Trippe

Charles Kenneth Idelson

James William Moore

Efrain Jove

STATE OF _____

COUNTY OF _____

Sworn to (or affirmed) and subscribed before me this ___ day of _____, 2005, by David M. Howard, who is personally known to me or who produced a _____ as identification.

NOTARY PUBLIC

My commission expires:

STATE OF Florida

COUNTY OF Pinellas

Sworn to (or affirmed) and subscribed before me this 27th day of October, 2005, by Kelly K. King, who is personally known to me or who produced a _____ as identification.

GAIL T. BASILE
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD293574
EXPIRES 04/12/2008
BONDED THRU 1-888-NOTARY1

Gail T. Basile
NOTARY PUBLIC

My commission expires:

STATE OF _____

COUNTY OF _____

Sworn to (or affirmed) and subscribed before me this ___ day of _____, 2005, by Gary V. Trippe, who is personally known to me or who produced a _____ as identification.

NOTARY PUBLIC

My commission expires:

Dunedin, FL 34698

Gary VanNoy Trippe
1275 Kasamada Drive
Ft. Myers, FL 33919-1622

Charles Kenneth Idelson
13792 Pine Villa Lane
Ft. Myers, FL 33912-1618

James William Moore
867 Cypress Lake Circle
Fort Myers, FL 33919

~~Efrain Jove
9826 West Broadview Drive
Bay Harbor, FL 33154~~

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BYLAWS

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THE INCORPORATORS HAVE HEREUNTO SET THEIR HANDS AND SEALS THIS
MM day of *October*, 2005.

David Mitchell Howard

Kelly K. (I.O.) King

Gary Trippe

Gary VanNoy Trippe

Charles Kenneth Idelson

James William Moore

~~Efrain Jove~~

STATE OF _____

COUNTY OF _____

Sworn to (or affirmed) and subscribed before me this ___ day of _____, 2005, by David M. Howard, who is personally known to me or who produced a _____ as identification.

NOTARY PUBLIC

My commission expires:

STATE OF _____

COUNTY OF _____

Sworn to (or affirmed) and subscribed before me this ___ day of _____, 2005, by Kelly K. King, who is personally known to me or who produced a _____ as identification.

NOTARY PUBLIC

My commission expires:

STATE OF Florida

COUNTY OF Lee

Sworn to (or affirmed) and subscribed before me this 27th day of October, 2005, by Gary V. Trippe, who is personally known to me or who produced a NA as identification.

Sheryl L. Pierson
NOTARY PUBLIC

My commission expires:



Sheryl L. Pierson
Commission # D10081935
Expires Feb. 17, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

Dunedin, FL 34698

Gary VanNoy Trippe
1275 Kasamada Drive
Ft. Myers, FL 33919-1622

Charles Kenneth Idelson
13792 Pine Villa Lane
Ft. Myers, FL 33912-1618

James William Moore
867 Cypress Lake Circle
Fort Myers, FL 33919

Efrain Jove
~~9826 West Broadview Drive~~
~~Bay Harbor, FL 33154~~

ARTICLE VIII

BYLAWS

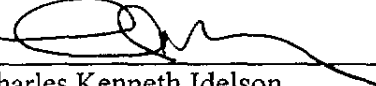
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THE INCORPORATORS HAVE HEREUNTO SET THEIR HANDS AND SEALS THIS
27th day of October, 2005.

David Mitchell Howard

Kelly K. (I.O.) King

Gary VanNoy Trippe



Charles Kenneth Idelson

James William Moore

Efrain Jove

Dunedin, FL 34698

Gary VanNoy Trippe
1275 Kasamada Drive
Ft. Myers, FL 33919-1622

Charles Kenneth Idelson
13792 Pine Villa Lane
Ft. Myers, FL 33912-1618

James William Moore
867 Cypress Lake Circle
Fort Myers, FL 33919

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Bay Harbor, FL 33154~~

ARTICLE VIII

BYLAWS

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27th day of *October*, 2005.

David Mitchell Howard

Kelly K. (I.O.) King

Gary VanNoy Trippe

Charles Kenneth Idelson

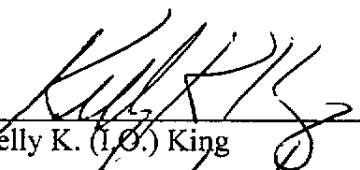
James W. Moore

James William Moore

Efrain Jove

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process from the Florida Department of Financial Services, Office of Insurance Regulation for Edison Insurance Company, at the place designated in Article V of the Articles of Incorporation, Kelly K. King agrees to act in this capacity, and agrees to comply with the provision of Section 48.091 relative to keeping open such office.



Kelly K. (I.O.) King

Date: 10/27/05