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DIVISION OF CORPORATION

FILED

05 JUN -6 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Domestic
Profit

SJ
6/8/05



**FOLEY & LARDNER LLP
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CLIENT/MATTER NUMBER
022928-0101

June 6, 2005

VIA HAND DELIVERY

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Main Street America Assurance Company
Articles of Incorporation for Redomestication to Florida

Dear Sir or Madam:

Please find enclosed for filing in connection with the redomestication of a New Hampshire-domiciled insurance company to the State of Florida the original, executed Articles of Incorporation of Main Street America Assurance Company. The enclosed articles of incorporation have been stamped "Approved" by the Florida Office of Insurance Regulation in accordance with Section 628.091, Florida Statutes.

A check made payable to the Department of State in the amount of \$122.50 is enclosed to cover the filing fee, registered agent designation fee, three certified copies, and three certificates of status. A courier from my office will pick up the copies when they are ready.

Please contact me at 513-3369 if you have any questions.

Sincerely,

N. Wes Strickland

Enclosures

APPROVED

JUN 2 2005

ARTICLES OF INCORPORATION

OF

Docketed by: *R. W. D. W.*

MAIN STREET AMERICA ASSURANCE COMPANY

The undersigned incorporators to these Articles of Incorporation hereby form a domestic stock insurer under the laws of the State of Florida.

ARTICLE I
Organization

The corporation is a domestic stock insurer organized under Chapter 628, Florida Statutes, resulting from the redomestication to the State of Florida, pursuant to Section 628.520, Florida Statutes, of Main Street America Assurance Company, which was originally organized as a New Hampshire-domestic stock insurer on December 23, 1986.

ARTICLE II
Name

The name of the corporation shall be Main Street America Assurance Company.

ARTICLE III
Nature of Business

The purpose of the corporation is to engage in the business of property and casualty insurance and any lawful business incidental thereto.

ARTICLE IV
Term of Existence

The corporation shall exist perpetually.

ARTICLE V
Authorized Shares

The corporation is authorized to issue 150,000 shares of common stock, par value of one hundred dollars (\$100.00) per share.

ARTICLE VI
Principal Office

The principal place of business and mailing address of the corporation within Duval County, Florida, shall be as follows:

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05 JUN -6 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4601 Touchton Road East, Suite 3400
Jacksonville, Florida 32245

ARTICLE VII
Initial Registered Agent and Office

The initial registered agent and office of the corporation shall be as follows:

William C. McKenna
4601 Touchton Road East, Suite 3400
Jacksonville, Florida 32245

who is familiar with the obligations of such designation and by 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 to receive service of process from the Chief Financial Officer of the State of Florida.

ARTICLE IX
Directors

The corporation shall have eleven directors upon redomestication to Florida. Thereafter, the number of directors shall be as set forth in the corporation's bylaws, as may be amended from time to time, but in no event shall the number of directors be less than five in accordance with Section 628.231, Florida Statutes. A majority of the directors shall be United States citizens, and all of the directors shall be over eighteen years of age. The term of office of the directors shall be as set forth in the bylaws of the corporation, as may be amended from time to time, but shall not exceed three years. After a director has been elected to and qualified for a directorship, such director may not be removed without cause except upon the affirmative vote of at least two-thirds (2/3) of the board of directors.

ARTICLE X
Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents of the corporation to the full extent permitted by law.

ARTICLE XI
Participating Policies

Pursuant to Section 628.361, Florida Statutes, the corporation shall be authorized to issue any or all of its policies of insurance with or without participation in profits, savings, or unabsorbed portions of premiums, to classify policies issued on a participating and non-participating basis, and to determine the right to participate and the extent of participation of any

class or classes of policies. Any such classification or determination shall be reasonable and shall not unfairly discriminate as between policyholders within the same such classification.

ARTICLE XII
Shareholder Action Without a Meeting

Any action required or permitted by Florida law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if (a) the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted and (b) such action is requested by an affirmative vote of at least two-thirds (2/3) of the board of directors.

ARTICLE XIII
Amendment

These Articles of Incorporation may be amended by a majority vote of the shareholders present in person or by proxy at any annual or special meeting called for that purpose, provided that the amendment has been recommended by an affirmative vote of at least two-thirds (2/3) of the board of directors and the full text of the amendment has been included in the due notice of the meeting. Nothing herein shall prohibit the board of directors from amending these Articles of Incorporation as provided by law.

ARTICLE IX
Incorporators

The names and residence street addresses of the incorporators, all of whom are over the age of eighteen, and all of whom are United States citizens are:

Thomas M. Van Berkel
24419 Moss Creek Lane
Ponte Vedra Beach, FL 32082

Joel P. Gelb
224 Clearwater Drive
Ponte Vedra Beach, FL 32082

Jeanne H. Eddy
834 Shipwatch Drive
Jacksonville, FL 32225

Antonia M. Porterfield
1525 Harbour Court Drive
Ponte Vedra Beach, Florida 32082

Edward J. Kuhl
638 Treehouse Circle
St. Augustine, FL 32095

Scott B. Gerlach
612 Remington Court
St. Augustine, FL 32092

Stephen D. Canty
3807 Cooper's Lake Road
Jacksonville, FL 32224

Joseph L. Grauwiler
10399 Cypress Lakes Drive
Jacksonville, FL 32256

Kelly J. Stacy
1181 Mill Creek Drive
Jacksonville, FL 32259

William C. McKenna
1854 Seminole Road
Atlantic Beach, FL 32233

IN WITNESS WHEREOF, the incorporators have hereunto set their hands and seals this 17th day of May, 20 05

Thomas M. Van Berkel
Thomas M. Van Berkel

Jeanne H. Eddy
Jeanne H. Eddy

Edward J. Kuhl
Edward J. Kuhl

Stephen D. Canty
Stephen D. Canty

Kelly J. Stacy
Kelly J. Stacy

Joel P. Gelb
Joel P. Gelb

Antonia M. Porterfield
Antonia M. Porterfield

Scott B. Gerlach
Scott B. Gerlach

Joseph L. Grauwer
Joseph L. Grauwer

William C. McKenna
William C. McKenna

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared Thomas M. Van Berkel, Jeanne H. Eddy, Edward H. Kuhl, Stephen D. Canty and Kelly J. Stacy each of whom acknowledged to me that he or she executed the foregoing Articles of Incorporation voluntarily and for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of May, 20 05


(Seal)

Susan L. Hatch
NOTARY PUBLIC
My Commission Expires:



ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

William C. McKenna, having been designated as the corporation's registered agent, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.



William C. McKenna
Registered Agent