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**FLORIDA PROFIT CORPORATION OR P.A.**

**SUNCOAST PROFESSIONAL INSURANCE ASSOCIATES, INC.**

Certificate of Status	0
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To: FL Dept. of State  
Subject: 000153.39852

From: Katie Wonsch

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SUNCOAST PROFESSIONAL INSURANCE ASSOCIATES, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I**

**Name**

The name of the corporation is **SUNCOAST PROFESSIONAL INSURANCE ASSOCIATES, INC.** (the "Corporation").

**ARTICLE II**

**Initial Principal Office and Mailing Address**

The Corporation's initial principal office is 201 N. Franklin Street, Suite 2200, Tampa, Florida 33601, and the Corporation's mailing address is the same.

**ARTICLE III**

**Shares**

The Corporation shall have authority to issue 10,000 shares of Class A voting stock, par value \$1.00 and 10,000 shares of Class B nonvoting common stock, par value of \$1.00.

**ARTICLE IV**

**Initial Registered Agent and Office**

The street address of the Corporation's initial registered office is 201 N. Franklin Street, Suite 2200, Tampa, Florida 33601, and the name of the Corporation's initial registered agent at that address is Michael J. Nolan.

**ARTICLE V**

**Incorporator**

The name and address of the incorporator is:

**Name**

**Address**

Michael J. Nolan

201 N. Franklin Street, Suite 2200  
Tampa, Florida 33601

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**ARTICLE VI**  
**Initial Directors**

The Corporation initially shall have one director, whose name and address is as follows:

<u>Name</u>	<u>Address</u>
Daniel L. Titus	5680 A. West Cypress Street Tampa, Florida 33607


**ARTICLE VII**  
**Indemnification**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

The Corporation shall indemnify to the fullest extent permitted by law, whether currently existing or arising in the future, any person who is made, or is threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as a director or officer of any other enterprises at the request of the Corporation.

Any repeal or modification of the foregoing paragraphs of this Article VII by the shareholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

Dated this 6<sup>th</sup> day of July, 2005.

  
Michael J. Nolan, Incorporator

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#### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, Michael J. Nolan (the "Agent") hereby accepts the appointment as registered agent and agrees to act in this capacity. The Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the Agent is familiar with and accepts the duties and obligations of his position as registered agent.

Dated this 6<sup>th</sup> day of July, 2005.

  
Michael J. Nolan