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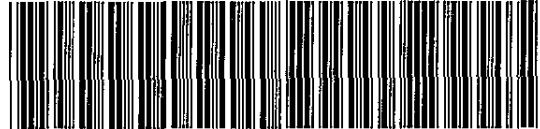
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OCT 27 2005



October 26, 2005

VIA HAND DELIVERY

**FOLEY & LARDNER LLP
ATTORNEYS AT LAW**

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TALLAHASSEE, FL 32301-7732
850.222.6100 TEL
850.224.3101 FAX
www.foley.com

WRITER'S DIRECT LINE
850.513.3369
nstrickland@foley.com EMAIL

CLIENT/MATTER NUMBER
022928-0101

Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Main Street America Group Mutual Holdings, Inc.
Articles of Incorporation

Dear Sir or Madam:

With regard to the above referenced company, enclosed please find my firm's check in the amount of One-Hundred and Twenty-Two dollars and Fifty cents (\$122.50) for the following:

- Articles of Incorporation of Main Street America Group Mutual Holdings, Inc.
- Three (3) Certified Copies of the Articles of Incorporation
- Three (3) Certificates of Status

Please contact me or my assistant, Bridgett Shelby, at 513-3364 when the certified copies and certificates of status are ready to be picked up. Thank you for your assistance.

Sincerely,

N. Wes Strickland

Enclosures

APPROVED

ARTICLES OF INCORPORATION

OCT 10 2005

OF

Docketed by:

MAIN STREET AMERICA GROUP MUTUAL HOLDINGS, INC.

The undersigned incorporators to these Articles of Incorporation hereby form a domestic mutual insurance holding company under the laws of the State of Florida.

ARTICLE I
Organization

The corporation is a domestic not-for-profit mutual insurance holding company organized under Part III, Chapter 628, Florida Statutes, and resulting from the reorganization of National Grange Mutual Insurance Company, a domestic mutual insurer, pursuant to Chapter 628.709(1), Florida Statutes. National Grange Mutual Insurance Company was originally organized as a New Hampshire-domestic mutual insurer on March 28, 1923, and, effective June 6, 2005, was redomesticated to the State of Florida as a domestic mutual insurer.

ARTICLE II
Name

The name of the corporation shall be Main Street America Group Mutual Holdings, Inc.

ARTICLE III
Nature of Business

The corporation is being formed to hold at all times, either directly or indirectly through one or more intermediate holding companies as permitted by law, a majority of the voting shares of the capital stock of NGM Insurance Company, formerly known as National Grange Mutual Insurance Company, which was originally organized as a mutual insurer under the laws of New Hampshire on March 28, 1923, and, effective June 6, 2005, was redomesticated to the State of Florida as a domestic mutual insurer. In addition, the corporation may engage in any lawful business incidental thereto, and any other business permitted by law.

ARTICLE IV
Term of Existence

The corporation shall exist perpetually.

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ARTICLE V

Members

Membership in the corporation shall be determined by policies set forth in the corporation's bylaws in accordance with law. No member may transfer membership or any rights arising therefrom.

ARTICLE VI

Principal Office

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

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.

ARTICLE VIII

Directors

The corporation shall have eleven directors upon the reorganization. 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 628.723, 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 five 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 IX
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 X
Member Action Without a Meeting

Any action required or permitted by Florida law to be taken at an annual or special meeting of members may be taken without a meeting, without prior notice, and without a vote if (a) the action is taken by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members 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 XI
Amendment

These Articles of Incorporation may be amended by a vote of a majority of members present in person or represented 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 XII

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:

Terry L. Baxter
60 Spring Hill Lane
Lyme, New Hampshire 03768

Philip D. Koerner
745 Columbine Court
Tipp City, Ohio 45371

Cotton M. Cleveland
159 Birch Acres Road
New London, New Hampshire 03257

James E. Morley, Jr.
1912 Beaches Glory Path
Annapolis, Maryland 21401

John A. Delaney
110 Bowles Street
Neptune Beach, Florida 32266

Barbara D. Stewart
2660 Peachtree Road, #29B
Atlanta, Georgia 30305

Albert H. Elfner III
53 Chestnut Street
Boston, Massachusetts 02114

M. Lewis Temares
5521 S.W. 88th Place
Miami, Florida 33165

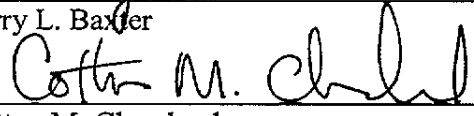
David Freeman
92 Thompson Road
Avon, Connecticut 06001

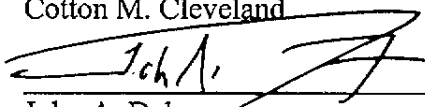
Thomas M. Van Berkel
24419 Moss Creek Lane
Ponte Vedra Beach, Florida 32082

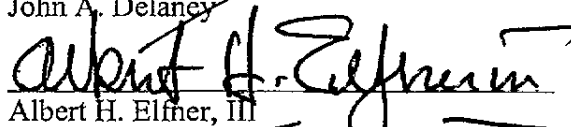
William D. Gunter, Jr.
1117 Savannah Trace
Tallahassee, Florida 32312

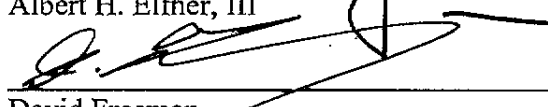
IN WITNESS WHEREOF, the incorporators have hereunto set their hands and seals this ____ day of September, 2005.

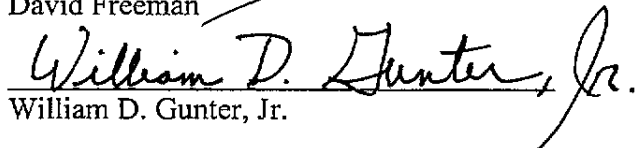

Terry L. Baxter


Cotton M. Cleveland

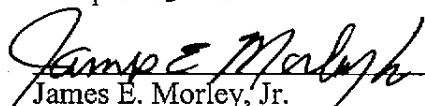

John A. Delaney

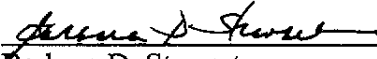

Albert H. Elfner, III

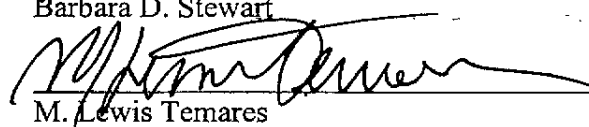

David Freeman


William D. Gunter, Jr.


Philip D. Koerner


James E. Morley, Jr.


Barbara D. Stewart


M. Lewis Temares


Thomas M. Van Berkel

STATE OF Massachusetts
COUNTY OF Worcester

BEFORE ME, the undersigned authority, personally appeared Terry L. Baxter, Cotton M. Cleveland, John A. Delaney, Albert H. Elfner, III, David Freeman, William D. Guntér, Jr. Philip D. Koerner, James E. Morley, Jr., Barbara D. Stewart, M. Lewis Temares and Thomas M. Van Berkel, 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 8th day of September, 2005.

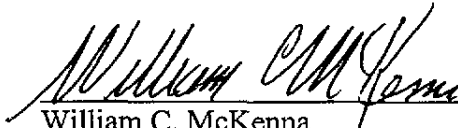
(Seal)

Susan J. MacPhee
NOTARY PUBLIC
My Commission Expires:

Susan MacPhee
Notary Public
Commonwealth of Massachusetts
My Commission Expires
April 21, 2011

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

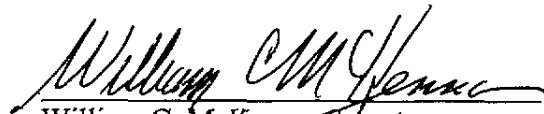
William C. McKenna, having been designated as the corporation's registered agent, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.


William C. McKenna
Registered Agent

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CERTIFICATE OF CORPORATE SECRETARY

I hereby certify that the attached is a true and correct copy of the Articles of Incorporation of Main Street America Group Mutual Holdings, Inc., approved by the requisite number of members at a duly noticed special meeting held on August 26, 2005.


William C. McKenna, Secretary