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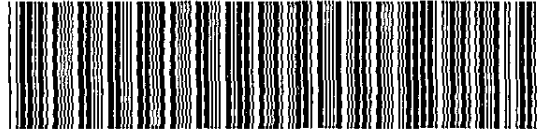
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VOLPE, BAJALIA, WICKES,
ROGERSON, GALLOWAY & WACHS

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

TIMOTHY W. VOLPE
MICHAEL M. BAJALIA***
LESLIE A. WICKES
JOHN T. ROGERSON, III
CLYDE W. "BILLY" GALLOWAY, JR.*
ALAN S. WACHS
KENNETH C. STEEL, III*
ROBERT E. WARREN**
L. MICHAEL BILLMEMIER, JR. ***

HIGHPOINT TOWER ♦ 106 EAST COLLEGE AVENUE
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October 28, 2005

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ALENA A. KLESHCHIK
HARRY M. WILSON, IV
CHRISTOPHER M. COBB
TIMOTHY J. ANDERSON
SARA J. CARTER
GENESA L. EAVENSON

* ALSO ADMITTED IN GA
** OF COUNSEL
♦ RESIDENT IN TALLAHASSEE

Ms. Lynn Shoffstall
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Florida Doctors Insurance Company

Dear Lynn:

Pursuant to our telephone conversation of today, enclosed is the Articles of Incorporation for Florida Doctors Insurance Company with four of the five incorporator's acknowledgements. Ellen Sue Block's acknowledgement, letter and driver license are also enclosed. As indicated in her letter, we will provide you with her original notarized acknowledgement as soon as we receive it from her.

Please also find enclosed our firm check in the amount of \$53.50. Please provide us with a Certified copy of the Articles along with a Certificate of Status.

Sincerely,



Clyde W. Galloway, Jr.

/vrm
Encl.

FILED
2005 OCT 28 P 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED

ARTICLES OF INCORPORATION

OCT 24 2005

OF

Docketed by: PSH

FLORIDA DOCTORS INSURANCE COMPANY

The undersigned incorporators to these Articles of Incorporation, natural persons over the age of 18 years, competent to contract and citizens of the United States of America, hereby form a stock insurer corporation under the laws of the state of Florida.

ARTICLE I.

NAME OF CORPORATION

The name of the corporation shall be FLORIDA DOCTORS INSURANCE COMPANY.

ARTICLE II.

PRINCIPAL OFFICE

The initial place of business and mailing address of the corporation shall be 7751 Belfort Parkway, Jacksonville, Florida 32256-6942.

ARTICLE III.

NATURE OF BUSINESS

The purpose of the corporation is to engage in the transaction of property and casualty insurance, as well as all lawful business incidental thereto.

ARTICLE IV.

CAPTIAL STOCK

The maximum number of shares that this corporation is authorized to issues is 1,000,000 shares of common stock having a par value of \$10 per share. The common shares shall have unlimited voting rights, with each share being entitled to one vote, and the right to receive the net assets of the corporation upon dissolution, with each share

SECRETARY OF STATE
TAMARA E. HARRIS
2005 OCT 28 P 3:54

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participating on a pro rata basis. The corporation shall not begin transacting business unless it achieves a capital surplus of \$5 Million. The consideration received as surplus for any shares may consist of any type of securities in which the corporation would be permitted to invest under the Florida Insurance Code.

ARTICLE V.

MANAGEMENT

The business and affairs of the corporation shall be managed and conducted in accordance with the Bylaws of the corporation.

ARTICLE VI.

DIRECTORS

The corporation shall have at least five directors initially, all of who are citizens of the United States of America and all of whom are at least eighteen years of age. The names and residence street addresses of the directors whose initial terms of office shall be for one year are:

Ellen Sue Block
240 South Island Drive
Golden Beach, FL 33160

Elizabeth Proctor Kagan
6981 Lake Devonwood Drive
Fort Myers, Florida 33908

Charles Hamilton Knox
15810 Old Wedgewood Court
Ft. Myers, Florida 33908

Wayne Isaacson
12898 Kedleston Circle
Fort Myers, Florida 33912

William Richard Russell
501 Quail Pointe
Ponte Vedra Beach, Florida 32082

ARTICLE VII.
INDEMNIFICATION

This corporation shall indemnify, pursuant to Chapter 607.014, Florida Statutes, every incorporator, director, officer, employee, and agent of the corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her, in connection with any threatened, pending, completed action or proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of being or having been an incorporator, director, officer, employee, or agent of the corporation, or in connection with any settlement thereof, regardless of whether he or she is an incorporator, director, officer, employee, or agent at the time such expenses were or are incurred.

ARTICLE VIII.
TERM OF EXISTENCE

The corporation shall have a perpetual existence.

ARTICLE IX
BYLAWS

In furtherance and not in limitation of the powers, conferred by statute, the Board of Directors is expressly authorized to make, adopt, repeal, alter, amend and rescind the bylaws of the corporation by a resolution adopted by a majority of the directors.

ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be 106 East College Avenue, Suite 600, Tallahassee, Florida 32301, and the initial registered agent of the corporation at such office shall be Clyde W. Galloway, Jr., 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 process on behalf of the corporation from the Chief Financial Officer of the State of Florida.

ARTICLE XI.
INCORPORATORS

The incorporators to these articles are each natural persons over the age of eighteen years, competent to contract, and citizens of the United States of America. The name and street addresses for these incorporators are:

Ellen Sue Block
240 South Island Drive
Golden Beach, FL 33160

Elizabeth Proctor Kagan
6981 Lake Devonwood Drive
Fort Myers, Florida 33908

Charles Hamilton Knox
15810 Old Wedgewood Court
Ft. Myers, Florida 33908

Wayne Isaacson
12898 Kedleston Circle
Fort Myers, Florida 33912

William Richard Russell
501 Quail Pointe
Ponte Vedra Beach, Florida 32082

Any number of counterparts of these Articles of Incorporation may be executed, notarized, and delivered, and each shall be considered an original and together they shall constitute one set of Articles of Incorporation. These Articles shall be considered fully executed upon the signature date of the last executing incorporator.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

INCORPORATOR ACKNOWLEDGEMENT

^{SUE}
~~SUE~~ ELLEN BLOCK

The undersigned INCORPORATOR hereby certifies that she is at least eighteen years of age and a citizen of the United States of America, and executes the foregoing Articles of Incorporation before an officer authorized to take acknowledgements as follows:

Sue Ellen Block
^{Sue}

Name ~~Sue~~ Ellen Block

10/28/05

Date Signed

FL Bar # 948594

STATE OF FLORIDA
COUNTY OF LEON

Sue

PERSONALLY APPEARED before me, ~~Sue~~ Ellen Block, who acknowledged executing the above Articles of Incorporation.

Virginia R. Madewell
Notary Public
State of Florida At Large

Personally Known _____ or Produced Identification ☒ _____

Type of Identification Produced DRIVERS License

My Commission Expires: _____



Virginia R. Madewell
Commission # DD389822
Expires March 14, 2009
Bonded Troy Pain - Insurance, Inc. 800-365-7018

INCORPORATOR ACKNOWLEDGEMENT

ELIZABETH PROCTOR KAGAN

The undersigned INCORPORATOR hereby certifies that she is at least eighteen years of age and a citizen of the United States of America, and executes the foregoing Articles of Incorporation before an officer authorized to take acknowledgements as follows:

Elizabeth Proctor Kagan
Name - Elizabeth Proctor Kagan

10/26/05
Date Signed

STATE OF Florida
COUNTY OF Lee

PERSONALLY APPEARED before me, Elizabeth Proctor Kagan, who acknowledged executing the above Articles of Incorporation.



Charles H. Knox
MY COMMISSION # DD142690 EXPIRES
November 3, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

Charles H. Knox
Notary Public
State of Florida At Large

Personally Known ✓ or Produced Identification _____

Type of Identification Produced _____

My Commission Expires: 11/3/06

INCORPORATOR ACKNOWLEDGEMENT

CHARLES HAMILTON KNOX

The undersigned INCORPORATOR hereby certifies that she is at least eighteen years of age and a citizen of the United States of America, and executes the foregoing Articles of Incorporation before an officer authorized to take acknowledgements as follows:

Charles H. Knox
Name - Charles Hamilton Knox

October 26, 2005
Date Signed

STATE OF FLORIDA
COUNTY OF LEE

PERSONALLY APPEARED before me, Charles Hamilton Knox, who acknowledged executing the above Articles of Incorporation.



Liza J. Vitiello
Commission # DD296223
Expires March 3, 2008
Bonded Troy Fair - Insurance, Inc. 800-365-7019

Liza J. Vitiello
Notary Public
State of Florida At Large

Personally Known ☒ or Produced Identification _____

Type of Identification Produced _____

My Commission Expires: March 3, 2008

INCORPORATOR ACKNOWLEDGEMENT

WAYNE ISAACSON

The undersigned INCORPORATOR hereby certifies that she is at least eighteen years of age and a citizen of the United States of America, and executes the foregoing Articles of Incorporation before an officer authorized to take acknowledgements as follows:

Wayne Isaacson

Name - Wayne Isaacson

Oct 26, 2005

Date Signed

STATE OF Florida
COUNTY OF Lee

PERSONALLY APPEARED before me, Wayne Isaacson, who acknowledged executing the above Articles of Incorporation.



Mary K Loucks
My Commission DD170890
Expires December 11 2006

Mary K Loucks

Notary Public
State of Florida At Large

Personally Known X or Produced Identification _____.

Type of Identification Produced _____.

My Commission Expires: 12/11/06

INCORPORATOR ACKNOWLEDGEMENT

WILLIAM RICHARD RUSSELL

The undersigned INCORPORATOR hereby certifies that he is at least eighteen years of age and a citizen of the United States of America, and executes the foregoing Articles of Incorporation before an officer authorized to take acknowledgements as follows:



Name - William Richard Russell

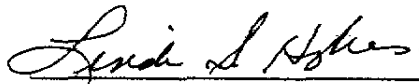
21. 10. 21.

10/26/05

Date Signed

STATE OF *Florida*
COUNTY OF *Durham*

PERSONALLY APPEARED before me, William Richard Russell, who acknowledged executing the above Articles of Incorporation.



Notary Public

State of Florida At Large

Personally Known _____ or Produced Identification *✓*

Type of Identification Produced *L.H. Allen L.*

My Commission Expires: *6-1-2006*

