

P07000002137

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See letter of explanation
regarding addition of
effective date for this
insurance company.
Bayer



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07 FEB -2 AM 11:55
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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07 FEB -2 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Art. of Corr.

G. Goulette FEB 09 2007



Erin Treacy
etreacy@cftlaw.com

February 2, 2007

VIA HAND DELIVERY

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Guarantee Insurance Company
 Our File No. 04-029
 Document Number P07000002137**

Dear Sir or Madam:

Please find enclosed for filing Articles of Correction for Guarantee Insurance Company's Articles of Incorporation which were filed January 5, 2007. Please file the enclosed Articles of Correction as soon as possible. We have also enclosed a check in the amount of \$52.50 to cover the costs of the filing fee and the provision of a Certificate of Status and a certified copy of same.


Please return all correspondence concerning this matter to:

Erin Treacy, Esq.
Colodny, Fass, Talenfeld, Karlinsky & Abate, P.A.
1 Financial Plaza, 23rd floor
100 Southeast Third Ave.
Fort Lauderdale, FL 33394

Thank you for your assistance in this regard. Should you have any questions or concerns regarding the enclosed, please do not hesitate to contact the undersigned.

Very truly yours,

COLODNY, FASS, TALENFELD,
KARLINSKY & ABATE, P.A.


Erin Treacy

Enclosures



Fred E. Karlinsky
fkarlinsky@cftlaw.com
Direct Line: 954 332 1749

February 8, 2007

VIA FACSMILE TO 850-245-6013

Karon Beyer, Bureau Chief
Commercial Recordings
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Articles of Correction for Guarantee Insurance Company
Our File No. 04-029**

Dear Ms. Beyer:

This letter will confirm our conversation yesterday regarding the Articles of Incorporation and Articles of Correction for Guarantee Insurance Company ("Guarantee" or the "Company") which is in the process of redomesticating from the State of South Carolina to the State of Florida. After reviewing the Consent Order dated December 29, 2006 issued by the Florida Office of Insurance Regulation ("OIR"), providing for the redomestication of the Company to Florida, the South Carolina Department of Insurance construed the effective date of redomestication of the Company to be December 29, 2006, even though the Articles of Incorporation were not filed in Florida until January 5, 2007.

As you know, the Company's redomestication to the State of Florida would not be effective until the redomestication is first approved by the OIR and the Articles of Incorporation are filed with your office. After the Company's redomestication was approved by the OIR, the Company then filed a Certificate of Domestication, with Articles of Incorporation attached thereto, on January 5, 2007 with your office to redomesticate the Company in Florida. On January 19, 2007, the Company filed Articles of Correction because two pages that should have been submitted in the January 5, 2007 filing were inadvertently omitted.

The Articles of Incorporation that were submitted on January 5, 2007 also failed to set forth that the effective date of the Company's redomestication shall be December 29, 2006. The utilization of this effective date has been approved by both the OIR and the South Carolina Department of Insurance.



Karon Beyer
February 8, 2007
Page 2

Pursuant to Section 607.0203 of the Florida Statutes, a corporate existence begins either when a company's articles of incorporation are filed, or "on a date specified in the articles of incorporation, if such date is within 5 business days prior to the date of filing." December 29, 2006 is within five business days of January 5, 2007. Accordingly, after reviewing the Statutes and speaking with your office, we confirmed that the Company could file Articles of Correction establishing the effective date of the Articles of Incorporation to be December 29, 2006. The omission of the effective date in the Articles of Incorporation that were filed on January 5, 2007 was based upon an inadvertent scrivener's error which we want to correct.

Pursuant to Section 607.0124(1), Florida Statutes, the Company had 30 days from January 5, 2007, or Sunday, February 4, 2007, to file Articles of Correction. The Company submitted the Articles of Correction to your office in a timely manner on February 2, 2007.

We have discussed liability and timing issues with the Company and, to the best of their knowledge and belief, no one will be adversely affected if the effective date of the Company's incorporation in the State of Florida is December 29, 2006.

We have enclosed a copy of the Articles of Correction which were delivered to your office on February 2, 2007. We respectfully request that they be filed, effective as of February 2, 2007.

We appreciate your assistance in this matter. Should you have any questions regarding the above, or need further clarification, please do not hesitate to contact our office.

Very truly yours,

COLODNY, FASS, TALENFELD,
KARLINSKY & ABATE, P.A.

Fred E. Karlinsky

cc: Tim Campbell, South Carolina Department of Insurance (via facsimile)
Kelly McGrath, Florida Office of Insurance Regulation (via facsimile)

Enclosure

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Fred E. Karlinsky
fkarlinsky@cftlaw.com
Direct Line: 954 332 1749

February 9, 2007

VIA FACSMILE TO 850-245-6013

Karon Beyer, Bureau Chief
Commercial Recordings
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Articles of Correction for Guarantee Insurance Company
Our File No. 04-029**

Dear Ms. Beyer:

This letter will confirm our recent conversations regarding the Articles of Incorporation and Articles of Correction for Guarantee Insurance Company ("Guarantee" or the "Company") which is in the process of redomesticating from the State of South Carolina to the State of Florida. After reviewing the Consent Order dated December 29, 2006 issued by the Florida Office of Insurance Regulation ("OIR"), providing for the redomestication of the Company to Florida, the South Carolina Department of Insurance construed the effective date of redomestication of the Company to be December 29, 2006, even though the Articles of Incorporation were not filed in Florida until January 5, 2007.

As you know, the Company's redomestication to the State of Florida would not be effective until the redomestication is first approved by the OIR and the Articles of Incorporation are filed with your office. After the Company's redomestication was approved by the OIR, the Company then filed a Certificate of Domestication, with Articles of Incorporation attached thereto, on January 5, 2007 with your office to redomesticate the Company in Florida. On January 19, 2007, the Company filed Articles of Correction because two pages that should have been submitted in the January 5, 2007 filing were inadvertently omitted.

The Articles of Incorporation that were submitted on January 5, 2007 also failed to set forth that the effective date of the Company's redomestication shall be December 29, 2006. The South Carolina Department of Insurance has no objections to the utilization of this effective date. The OIR does not have objections to the change in effective date as the OIR does not have authority to determine these dates.



Karon Beyer
February 9, 2007
Page 2

Pursuant to Section 607.0203 of the Florida Statutes, a corporate existence begins either when a company's articles of incorporation are filed, or "on a date specified in the articles of incorporation, if such date is within 5 business days prior to the date of filing." December 29, 2006 is within five business days of January 5, 2007. Accordingly, after reviewing the Statutes and speaking with your office, we confirmed that the Company could file Articles of Correction establishing the effective date of the Articles of Incorporation to be December 29, 2006. The omission of the effective date in the Articles of Incorporation that were filed on January 5, 2007 was based upon an inadvertent scrivener's error which we want to correct.

Pursuant to Section 607.0124(1), Florida Statutes, the Company had 30 days from January 5, 2007, or Sunday, February 4, 2007, to file Articles of Correction. The Company submitted the Articles of Correction to your office in a timely manner on February 2, 2007.

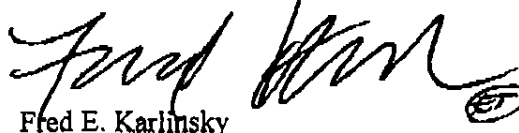
We have discussed liability and timing issues with the Company and, to the best of their knowledge and belief, no one will be adversely affected if the effective date of the Company's incorporation in the State of Florida is December 29, 2006.

We have enclosed a copy of the Articles of Correction which were delivered to your office on February 2, 2007. We respectfully request that they be filed, effective as of February 2, 2007.

We appreciate your assistance in this matter. Should you have any questions regarding the above, or need further clarification, please do not hesitate to contact our office.

Very truly yours,

COLODNY, FASS, TALENFELD,
KARLINSKY & ABATE, P.A.


Fred E. Karlinsky

cc: Tim Campbell, South Carolina Department of Insurance (via facsimile)
Kelly McGrath, Florida Office of Insurance Regulation (via facsimile)

Enclosure

APPROVED

JAN 31 2007

ARTICLES OF CORRECTION
FOR
GUARANTEE INSURANCE COMPANY

Docketed by: K McGrath

Document Number P07000002137

Pursuant to the provisions of Section 607.0124, Florida Statutes, Guarantee Insurance Company (the "Company") files these Articles of Correction within thirty days of the filing date of the document being corrected.

These Articles of Correction correct the Certificate of Domestication and Articles of Incorporation for the Company which were filed January 5, 2007.

Specifically, the defect in the January 5, 2007 filing was that it did not include an effective date of December 29, 2006.

The Articles of Incorporation are corrected to provide as follows:

ARTICLE 13
EFFECTIVE DATE OF REDOMESTICATION

Pursuant to § 607.0203, Florida Statutes, the Florida domestic corporate existence and the effective date of these Articles of Incorporation for the Company shall be December 29, 2006.

All other provisions of the January 5, 2007 filing as amended by the Articles of Correction filed by the Company on January 19, 2007 are correct and remain unchanged.

I am the Chairman of the Board of Directors of Guarantee Insurance Company and am authorized to sign these Articles of Correction on behalf of the Company and have done so this 1st day of February, 2007.

Guarantee Insurance Company

By: 

Steven M. Mariano

Chairman of the Board of Directors

FILED
07 FEB -2 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA