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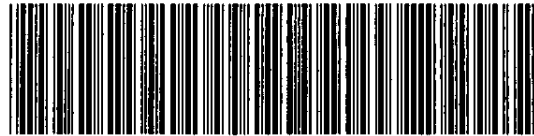
(Business Entity Name)

(Document Number)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 JAN 26 PM 1:16

W1-3846

McKnight JAN 27 2010

bm 1/27/10



Linda S. Dale, CP
Paralegal
Direct Dial (601) 949-4967
Main (601) 949-4900
Fax (601) 949-4804
ldale@watkinsludlam.com

January 22, 2010

Via FedEx - 850-245-6052

Florida Department of State
Division of Corporations/New Filing Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Hancock Insurance Agency of Florida, Inc. – Articles of Incorporation

Dear Sir:

Enclosed are an original and one (1) copy of Articles of Incorporation for Hancock Insurance Agency of Florida, Inc. along with our check in the amount of \$78.75 for your filing fee and a certified copy.

Please file the Articles of Incorporation as soon as possible and return a certified copy to me at the address above.

We appreciate your assistance in this matter.

Sincerely,

WATKINS LUDLAM WINTER & STENNIS, P.A.

Linda S. Dale
Paralegal

:ld
Enclosures

**WATKINS LUDLAM
WINTER & STENNIS**
P.A.

Linda S. Dale, CP
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Main (601) 949-4900
Fax (601) 949-4804
ldale@watkinsludlam.com

January 27, 2010

Via Fax – 850-245-6804

Florida Department of State
Division of Corporations/New Filing Section
ATTN: Becky
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Hancock Insurance Agency of Florida, Inc. – Articles of Incorporation

Dear Becky:

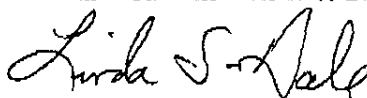
Hancock Insurance Agency, Inc., a Mississippi corporation authorized to transact business in Florida, will be the sole shareholder of the proposed new corporation, Hancock Insurance Agency of Florida, Inc. and, therefore, waives any conflict of name usage and agrees to the filing. Hancock Insurance Agency, Inc. respectfully requests that the Florida Department of State accept the filing of the Articles of Incorporation for Hancock Insurance Agency of Florida, Inc.

Please file the Articles of Incorporation as soon as possible and return a certified copy to me at the address above.

We appreciate your assistance in this matter.

Sincerely,

Watkins Ludlam Winter & Stennis, P.A.



Linda S. Dale
Paralegal

ld
Enclosures

190 East Capitol Street, Suite 800, Jackson, Mississippi 39201
P.O. Box 427, Jackson, Mississippi 39205-0427
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Member: Meritas Law Firms Worldwide



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 26, 2010

LINDA S DALE
WATKINS LUDLAM WINTER & STENNIS PA
PO BOX 427
JACKSON, MS 39205-0427

SUBJECT: HANCOCK INSURANCE AGENCY OF FLORIDA, INC.
Ref. Number: W10000003846

We have received your document for HANCOCK INSURANCE AGENCY OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

Letter Number: 610A00002038

**ARTICLES OF INCORPORATION
OF
HANCOCK INSURANCE AGENCY OF FLORIDA, INC.**

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
10 JAN 26 PM 1:16

The undersigned, acting as incorporator for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I - Name

The name of the corporation shall be HANCOCK INSURANCE AGENCY OF FLORIDA, INC.

ARTICLE II - Principal Office

The principal place of business is 1022 West 23rd Street, 6th Floor, Panama City, Florida 32405-3608.

ARTICLE III - Purpose

The general nature of the business to be transacted by this corporation shall be: That of a general commercial business with all the rights, powers, and privileges granted and conferred by the Florida Business Corporation Codes, regulating the organization, powers, and management of business corporations.

ARTICLE IV - Shares

The total number of shares authorized to be issued by the corporation shall be one thousand (1,000) common shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - Amendments

These Articles of Incorporation may be amended at any regular or special meeting of the shareholders by the affirmative vote of the holders of a majority of the stock of the Corporation, unless the vote of the holders of a greater amount of stock is required by law, and in that case by the vote of the holders of such greater amount. The Corporation's Board of Directors may at any time propose one or more amendments to the Articles of Incorporation for submission to the shareholders. Proper notice as required by applicable law shall be given the shareholders regarding any proposal to amend the Articles of Incorporation.

ARTICLE VI - Indemnification

(1) The corporation shall have power to indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(2) The corporation shall have power to indemnify any person, who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue, or matter therein, he or she shall be

indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

(4) Any indemnification under subsection (1) or subsection (2), unless pursuant to a determination by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsection (1) or subsection (2). Such determination shall be made:

- (a) By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding;
- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the board of directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
 - 1. Selected by the board of directors prescribed in paragraph (a) or the committee prescribed in paragraph (b); or
 - 2. If a quorum of the directors cannot be obtained for paragraph (a) and the committee cannot be designated under paragraph (b), selected by majority vote of the full board of directors (in which directors who are parties may participate); or
- (d) By the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such proceeding or, if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

(5) Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by paragraph (4)(c) shall evaluate the reasonableness of expenses and may authorize indemnification.

(6) Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the corporation pursuant to this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the board of directors deems appropriate.

(7) The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and the corporation may make any other or further indemnification or

advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

- (a) A violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- (b) A transaction from which the director, officer, employee, or agent derived an improper personal benefit;
- (c) In the case of a director, a circumstance under which the liability provisions of s. 607.0834 are applicable; or
- (d) Willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

(8) Indemnification and advancement of expenses as provided in this section shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

(9) Unless the corporation's articles of incorporation provide otherwise, notwithstanding the failure of the corporation to provide indemnification, and despite any contrary determination of the board or of the shareholders in the specific case, a director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if it determines that:

- (a) The director, officer, employee, or agent is entitled to mandatory indemnification under subsection (3), in which case the court shall also order the corporation to pay the director reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses;
- (b) The director, officer, employee, or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the exercise by the corporation of its power pursuant to subsection (7); or

- (c) The director, officer, employee, or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in subsection (1), subsection (2), or subsection (7).

(10) For purposes of this section, the term "corporation" includes, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger, so that any person who is or was a director, officer, employee, or agent of a constituent corporation, or is or was serving at the request of a constituent corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, is in the same position under this section with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

(11) For purposes of this section:

- (a) The term "other enterprises" includes employee benefit plans;
- (b) The term "expenses" includes counsel fees, including those for appeal;
- (c) The term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding;
- (d) The term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal;
- (e) The term "agent" includes a volunteer;
- (f) The term "serving at the request of the corporation" includes any service as a director, officer, employee, or agent of the corporation that imposes duties on such persons, including duties relating to an employee benefit plan and its participants or beneficiaries; and
- (g) The term "not opposed to the best interest of the corporation" describes the actions of a person who acts in good faith and in a manner he or she reasonably believes to be in the best interests of the participants and beneficiaries of an employee benefit plan.

(12) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her

status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this section.

ARTICLE VII - Registered Agent

The name and Florida street address of the registered agent is: C T Corporation System
c/o C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

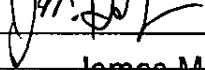
ARTICLE VIII - Incorporator

The name and address of the Incorporator is Linda S. Dale, 190 East Capitol Street, Suite
800, Jackson, Mississippi 39201.

Having been named as registered agent to accept service of process for the above stated
corporation at the place designated in these articles, I am familiar with and accept the
appointment as registered agent and agree to act in this capacity.

Registered Agent:

C T Corporation

BY: 
Printed Name: James M. Halpin
Assistant Secretary

01/21/2010
Date

Incorporator:


Linda S. Dale

1/22/2010
Date

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