



AIB Financial Group, Inc.

OFFICE OF GENERAL COUNSEL

March 21, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

SENT VIA FEDERAL EXPRESS
Airbill #4317372592

RE: Filing of Articles of Incorporation
Statewide of Florida Insurance Company

Dear Sir/Madam:

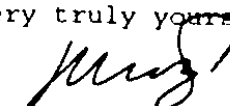
In connection with the filing of the above referenced Articles of Incorporation enclosed please find the following:

- 1) One (1) original and one (1) copy of the executed and Approved Articles of Incorporation for Statewide of Florida Insurance Company. For your information we are also including the letter from Tom Gallagher approving the permit to organize a domestic insurance company.
- 2) Original Certificate of Designation of Registered Agent/Registered Office.
- 3) Check number 23668 in the amount of \$131.25 payable to the Secretary of State for filing and related fees.

Please file the enclosed Articles and return a certified copy to the undersigned. Also please return a certificate of status.

Thank you for your attention to this matter. Please call me at (305) 715-0000, Extension 3378, if you should have any questions.

Very truly yours,


JORGE A. LOPEZ

JAL/bd

Enclosure

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ARTICLES OF INCORPORATION
OF
STATEWIDE OF FLORIDA INSURANCE COMPANY

APPROVED

INSURANCE COMMISSIONER
AND TREASURER

MAY 8 1993

By S. St. Mahoney
Legal Counsel

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

ARTICLE I

NAME

The name of the corporation shall be:

STATEWIDE OF FLORIDA INSURANCE COMPANY.

ARTICLE II

NATURE

The purpose of the corporation is to engage in every aspect of the property and casualty insurance business and other business activities reasonably and necessarily incidental to such insurance business pursuant to the applicable laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue a maximum of Five Million shares of capital stock having a par value of One Dollar (\$1.00) per share. The corporation shall not begin transacting business unless it achieves a capital and surplus of \$2.5 Million.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The address of the principal place of business of the corporation shall be: 3850 W. Flagler Street
Miami, Florida 33134

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 3850 West Flagler Street, Miami, Florida, 33134, and the initial registered agent of this Corporation at such office shall be JORGE A. LOPEZ, 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 service of process from the Treasurer and Insurance Commissioner of the State of Florida.

ARTICLE VII

DIRECTORS

The corporation shall have five (5) Directors initially, all of whom are United States citizens and all of whom are over the age of 18. The names and residence street addresses of the Directors whose initial terms of office shall be for one year are:

JOSE M. ALVAREZ
1833 West 24th Street
Miami Beach, Florida 33140

MARIO SUEIPAS
8224 S.W. 84th Avenue
Miami, Florida 33143

JOHN M. SOTO
510 San Lorenzo Avenue
Coral Gables, Florida 33134

ED S. TORRAS
55 Ocean Lane Drive, #4030
Key Biscayne, Florida 33149

JUAN P. VALDES-FAULI
758 N.W. 91st Terrace
Plantation, Florida 33324

ARTICLE VIII

INCORPORATORS

The names and residence street addresses of the incorporators, all of whom are over the age of 18 and all of whom are United States citizens are:

JOSE M. ALVAREZ
1833 West 24th Street
Miami Beach, Florida 33140

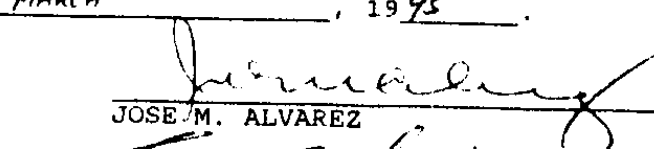
MARIO SUEIRAS
8224 S.W. 84th Avenue
Miami, Florida 33143

JOHN M. SOTO
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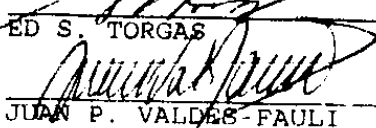
THE INCORPORATORS have hereunto set their hands and seals on this 30th day of MARCH, 1995.


JOSE M. ALVAREZ


MARIO SUEIRAS

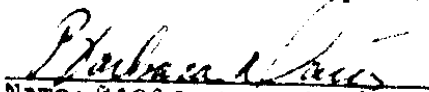

JOHN M. SOTO


ED S. TORGAS


JUAN P. VALDES-FAULI

STATE OF FLORIDA)
)
COUNTY OF DADE)

PERSONALLY APPEARED before me, JOSE M. ALVAREZ, MARIO SUEIRAS, JOHN M. SOTO, ED S. TORGAS, and JUAN P. VALDES-FAULI, who acknowledged executing the above Articles of Incorporation.


Name: BARBARA DARIAS
NOTARY PUBLIC AT LARGE
State of Florida

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process from the Treasurer and Insurance Commissioner of the State of Florida for STATEWIDE OF FLORIDA INSURANCE COMPANY, at the place designated in the Articles of Incorporation, JORGE A. LOPEZ agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: MARCH 30, 1995


JORGE A. LOPEZ
Registered Agent

sfic.art

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____
STATEWIDE OF FLORIDA INSURANCE COMPANY

2. The name and address of the registered agent and office is:
State Treasurer and Insurance Commissioner, The Capitol
(P.O. BOX NOT ACCEPTABLE)
Tallahassee, Florida 32399-0300
(CITY/STATE/ZIP)

SIGNATURE

Jose M. Alvarez
(corporate officer)
JOSE M. ALVAREZ

TITLE

President

DATE

March 30, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

SIGNATURE State Treasurer and Insurance Commissioner

DATE March 30, 1995

FILED
95
MAR -3 1995
TALLAHASSEE

P95000027645

MONROE PARK TOWER, SUITE 500
100 NORTH MONROE STREET
P.O. DRAWER 9000
TALLAHASSEE, FLORIDA 32309-0000
TELEPHONE: 904-598-9100
TELECOPIER: 904-598-4000

JANA E. BLAKE
TRACY J. BRUNYAN
GORDON D. CHENE
B. STEPHEN COONS
MARY E. CRITCHFIELD
MICHAEL C. CRUMPLE
Cecil Davis, Jr.
CHRISTOPHER JOHN DUNN
BRIAN S. DUFFY
JOE S. DUNNETT
ELIZABETH L. FEATHERS
CLYDE W. GALLOWAY, JR.
LAUREL A. HARRIS
MARY E. HOLLEY
MICHAEL E. INGRAM
THOMAS J. MAIDA
STEPHEN M. MARTINSON
JAMES N. MCCORMACK
AUSTIN NEAL

RECEIVED
OCT 3 1995
TALLAHASSEE, FLORIDA 32309-0000
TELEPHONE: 904-598-9100
TELECOPIER: 904-598-4000

ROBERT C. PATTERSON, III
MICHAEL D. PUGH
WILLIAM R. ROLAND
MICHAEL J. RUDICILL
PETER P. RUDICILL
LOUIS STERN
SARAH MEYER STONES
W. EDWARD THOMAS
MICHAEL J. VALEN
MARY LALRY WALKERMAN
PATRICK E. WEAVER

OF COUNSEL
ROBERT C. PATTERSON, III
GOVERNMENTAL COUNSEL
DARY A. GUTZ
(NOT AN ATTORNEY)

October 2, 1995

VIA HAND DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

10/03/95 15:03:11
10/03/95 09:03:03
4444447.50 4444447.50

Re: Statewide of Florida Insurance Company
Change of Name

Dear Sir or Madam:

Enclosed for filing are an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation of the above-referenced insurance company, and a check for \$87.50 (includes filing fee of \$35.00 and certified copy fee of \$52.50). Please note that the Articles of Amendment have been approved by the Department of Insurance. Please provide us with a certified copy of the Articles of Amendment.

Sincerely,

Clyde W. Galloway, Jr.

/srm

Enclosures

FILED
95 OCT -3 PM 3 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00000002 01

310 SOUTH DAYLEN STREET, SUITE 500
P.O. BOX 10570
PANAMA CITY, FLORIDA 32409-0570
TELEPHONE: 904-434-7100
TELECOPIER: 904-434-0024

300 JENKS AVENUE
P.O. BOX 9561
PANAMA CITY, FLORIDA 32409
TELEPHONE: 904-754-2500
TELECOPIER: 904-754-5401

500 DIXIE ELLIS TRAIL
SUITE 100
JACKSONVILLE, FLORIDA 32206
TELEPHONE: 904-360-1000
TELECOPIER: 904-360-1510

1800 SECOND STREET
SUITE 504
SARASOTA, FLORIDA 34236
TELEPHONE: 941-955-6141
TELECOPIER: 941-955-0044

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
STATEWIDE OF FLORIDA INSURANCE COMPANY
(Change of Corporate Name)

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

TO: DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SEP 26 1995
By *S. St. Mayhew*
Legal Division

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

A) The name of the corporation is presently STATEWIDE OF FLORIDA INSURANCE COMPANY, however, by these Articles of Amendment said corporate name shall be changed.

B) The following amendment of the Articles of Incorporation was adopted by the Shareholders and Directors of the corporation on September 11, 1995, in the manner prescribed in the bylaws of said corporation and by the Florida Statutes. Specifically, Article I of the Articles of Incorporation shall be amended to change the corporate name and shall read as follows:

The name of this corporation shall be HOME AND AUTO INSURANCE COMPANY.

C) The amendment was adopted on September 11, 1995.

D) The amendment was approved and adopted by the unanimous consent of the corporation's Board of Directors and the sole

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SECRET
TALLAHASSEE, FLORIDA

Shareholder of the corporation, i.e. UNION AMERICAN INSURANCE COMPANY.

DATED: September 11, 1995.

STATEWIDE OF FLORIDA INSURANCE
COMPANY

BY:

Jose M. Alvarez
JOSE M. ALVAREZ, President

John M. Soto
JOHN M. SOTO, Secretary

BEFORE ME, the undersigned authority, personally appeared JOSE M. ALVAREZ and JOHN M. SOTO, to me known to be the President and Secretary, respectively of STATEWIDE OF FLORIDA INSURANCE COMPANY, and who have acknowledged before me that they have executed the foregoing Articles of Amendment and that the allegations contained herein are true and correct to the best of their knowledge and belief.

SWORN TO AND SUBSCRIBED before me on this 11th day of September, 1995, in Miami, Dade County, Florida.

Barbara Darias
BARBARA DARIAS
NOTARY PUBLIC AT LARGE
State of Florida

My Commission Expires:

amend.stw

