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WATKINS & RAMUNNI, P.A.

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Florida Secretary of State
Division of Corporations
The Capitol, Room 2002
Tallahassee, Florida 32301

IN RE: The Incorporation of Southern Insurers, Inc.

Dear Sir:

Enclosed herewith is the original and one copy of the duly executed Articles of Incorporation along with my check in the amount of \$122.50 for the incorporation of SOUTHERN INSURERS, INC.

Please file them with your department and return to me a certified copy thereof. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance and cooperation in this matter.

Sincerely,


John Jay Watkins

/rtd

Enclosures

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\$122.50
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FILED
TALLAHASSEE, FLORIDA

SN
7/18/95

called John Jay Watkins
RA's address corrected

ARTICLES OF INCORPORATION

OF

SOUTHERN INSURERS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is: SOUTHERN INSURERS, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the Initial Registered Office of this corporation in the State of Florida shall

be: John Jay Watkins
 150 South Main Street, Ste 3
 Post Office Box 250--
 LaBelle, Florida 33935

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This corporation shall have two (2) directors initially. The

number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS.

The names of the initial directors of this corporation and their street addresses are:

TRESSA L. HANES
835 SOUTH MAIN STREET
LABELLE, FL 33935

KENNETH E. KINNEY, JR.
835 SOUTH MAIN STREET
LABELLE, FL 33935

The persons named as initial directors shall hold office for the first year of existence of this corporation or until successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and the street address of the person signing these Articles of Incorporation as the Incorporator are:

JOHN JAY WATKINS
150 South Main Street
Post Office Box 250
LaBelle, Florida 33935

ARTICLE IX. AMENDMENT

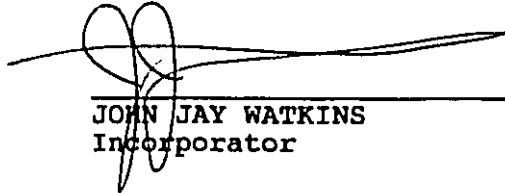
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain

amendment of this Articles of Incorporation be made.

ARTICLE X. PREEMPTIVE RIGHTS.

All shareholders shall be entitled to preemptive rights.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 13th day of July, 1995.



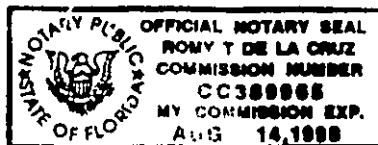
JOHN JAY WATKINS
Incorporator


STATE OF FLORIDA

COUNTY OF HENDRY

BEFORE ME, a Notary Public, personally appeared JOHN JAY WATKINS, to me ^{personally} known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation this 13th day of July, 1995.

(Notary Seal)





Notary Public
My Commission Expires: 8-14-98

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

That SOUTHERN INSURERS, INC., desiring to organize under the laws of the State of Florida, with its principal office located at 835 South Main Street, LaBelle, Florida, County of Hendry, State of Florida, has named JOHN JAY WATKINS, located at 150 South Main Street, Suite 3, LaBelle, Florida, County of Hendry, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


JOHN JAY WATKINS
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA