

BANKERS
INSURANCE GROUP

Bankers Insurance Company ■ Bankers Life Insurance Company

NANCY C. HAIRE
Corporate Paralegal

895000069656

September 5, 1995

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
1995 SEP -7 AM 7:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation of **BANKERS INTERNATIONAL SERVICE COMPANY**

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation in reference to the above corporation, the original Certificate of Designation of Resident Agent and a copy of the name approval letter from the Division of Banking and Finance together with our check in the amount of \$70.00 to cover the following fees:

Filing Fee	35.00
Registered Agent Fee	35.00
	<u>\$ 70.00</u>

100001573021
-09/07/95--01006--011
*****70.00 *****70.00

Please file the original and return the stamped copy of the Articles to my attention.

Very truly yours,

Nancy C. Haire

Nancy C. Haire
Corporate Paralegal

NCH/s

F. CHESSER SEP 11 1995

G:\BISG\605.LTR\July 19, 1995

ARTICLES OF INCORPORATION
OF
BANKERS INTERNATIONAL SERVICE COMPANY

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I.

NAME

The name of this corporation is BANKERS INTERNATIONAL SERVICE COMPANY.

ARTICLE II.

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock at One and 00/100 (\$1.00) Dollars per share par value.

ARTICLE IV.

DURATION

This corporation is to exist perpetually.

ARTICLE V.

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 360 Central Avenue, St. Petersburg, FL, Pinellas County, Florida 33710.

The name and street address of the initial registered agent of the corporation in the State of Florida is: G. Kristin Delano, 360 Central Avenue, St. Petersburg, FL 33701. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have four (4) directors, the names of whom are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert M. Menke	360 Central Avenue St. Petersburg, FL 33701
David K. Meehan	360 Central Avenue St. Petersburg, FL 33701
Edwin C. Hussemann	360 Central Avenue St. Petersburg, FL 33701
G. Kristin Delano	360 Central Avenue St. Petersburg, FL 33701

ARTICLE VII.

INCORPORATORS

The names and addresses of the incorporators of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
G. Kristin Delano	360 Central Avenue St. Petersburg, FL 33701

ARTICLE VIII.

OFFICERS

The names and addresses of the officers of this corporation are as follows:

<u>NAME</u>	<u>OFFICE</u>
Robert M. Menke	Chairman
David K. Meehan	President
Edwin C. Hussemann	Treasurer
G. Kristin Delano	Secretary

ARTICLE IX.

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

ARTICLE X.

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE XI.

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

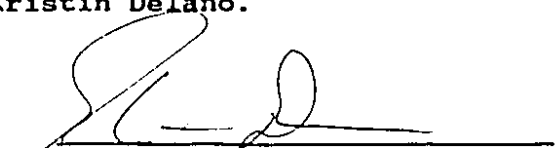
ARTICLE XII.

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

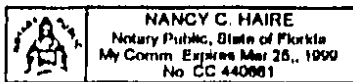
IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: G. Kristin Delano.

Dated: July 19, 1995


G. Kristin Delano

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 17
day of July, 1995, by G. Kristin Delano, as incorporator of Bankers
International Service Company, a Florida corporation, on behalf of
the corporation. He is personally known to me and did take an
oath.



Nancy C. Haire
Nancy C. Haire, Notary Public
Serial Number: No. CC 440661
My Commission Expires: 3/25/99

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That Bankers International Service Company desiring to organize under the laws of the State of Florida with its principal place of business in Pinellas County, Florida, has named G. Kristin Delano, located at 360 Central Avenue, St. Petersburg, FL 33701, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


G. Kristin Delano, Registered Agent

FILE
1995 SEP - 7 AM 7:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ROBERT F. MULLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

August 30, 1995

Ms. Nancy C. Haire
Corporate Paralegal
Bankers Insurance Group, Inc.
Post Office Box 15707
St. Petersburg, FL 33733-5707

Dear Ms. Haire:

Re: "Bankers International Service Company"

Dear Ms. Haire:

On July 25, 1995, the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was noticed in the Florida Administrative Weekly on July 21, 1995, for 21 days until August 25, 1995, for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

(2)(a) No person other than a bank shall, in this state:

1. Transact business under any name or title which contains the word "bank," "banking," or "trust company," or words of similar import, in any context or in any manner; or

2. Use any name, word, sign, symbol, or device in any context or in any manner; or

3. Circulate or use any letterhead, billhead, circular paper or writing of any kind, or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a bank or trust company or which is likely to lead any person to believe that such business is that of a bank or trust company.

Ms. Nancy C. Halro
August 30, 1996
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It is the opinion of this Department that your corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department is able to grant your request for approval of the corporate name, "Bankers International Service Company".

Sincerely,



Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Ms. Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office