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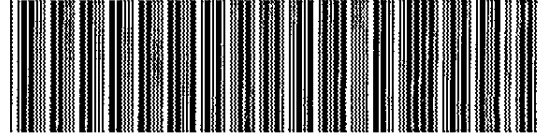
(Business Entity Name)

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2002 DEC 12 PM 2:28
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
50.50

Amend & Name change

LFJ

12-13-2002

First Commercial Insurance Company

December 3, 2002

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

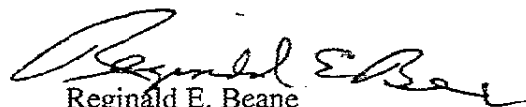
Re: Name Change

To Whom It May Concern:

Enclosed are the original and amended Articles of Incorporations for First Commercial Insurance Company which are being submitted to the Divisions of Corporations for its approval. After you approved these documents, and affixed your stamp on the original and amended Articles of Incorporation will you kindly keep one set of documents for your files and return the two other sets to me. I in turn, will forward one set to the Department of Insurance and will keep the last set as part of my companies' minutes book. If you have any questions, please advise.

Thank you for your assistance in this matter.

Very truly yours,


Reginald E. Beane
President

REB/af

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

AMENDED ARTICLES OF INCORPORATION
TO
ARTICLES OF INCORPORATION
OF

NOV 7 2002

BY S. St. Mark
Legal Division

FIRST COMMERCIAL MUTUAL COMPANY, AN ASSESSABLE MUTUAL

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

ARTICLE I

Name

The name of the corporation shall be **First Commercial Insurance Company**. The principal place of business of the insurer shall be in the State of Florida, County of Dade. The principal business address shall be 9960 NW 116th Way, Suite 12, Miami, Florida 33178.

ARTICLE II

Nature of Business

The purpose of the corporation is to engage in the business of property and casualty insurance and any other activity or business permitted under the laws of the United States and of the state.

ARTICLE III

Policyholders

Policyholders of the corporation shall be the insureds of First Commercial Insurance Company.

ARTICLE IV

Term of Existence

The corporation shall exist perpetually.

SECRETARY OF CORPORATION
DIVISION OF CORPORATIONS
2002 DEC 12 PM 2:28

ARTICLE V

Initial Registered Agent

The initial registered agent of the is Corporation shall be Reginald E. Beane, 5088 NW 81st Avenue, Coral Springs, FL 33067, 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 VI

Directors

Section 1. The number of directors shall not be less than five, who shall constitute the board of directors and conduct the affairs of the corporation. The term of office of initial directors shall not be for more than 1 year after the date of inception.

Section 2. The corporation shall have 5 directors, all of whom are United States citizens and all of whom are over the age of 18. The names and street addresses of the directors whose initial terms of office shall be as provided for in the Bylaws are:

Reginald E. Beane
5088 N.W. 81st Ave.
Coral Springs, FL 33067

Luis M. Espinosa
15522 Northwest 82nd Place
Miami Lakes, FL 33016

Rene M. Cambert
9455 Collins Avenue
Penthouse #1
Surfside, FL 33154

Michael Camilleri
2101 NW Corporate Boulevard, Suite 415
Boca Raton, FL 33431

Jose L. Delgado
13540 S.W. 105 Ave.
Miami, FL 33176

Section 3. All corporate powers shall be exercised by or under the authority of the directors and the business and affairs of the corporation shall be managed and administered pursuant to the policies adopted by the directors.

Section 4. The Board of Directors of the corporation shall: (a) appoint independent certified public accountants and actuaries, as needed, and may appoint, hire or retain such other experts, professionals or other persons as the directors may deem appropriate from time to time; (b) approve the payment of dividends to policyholders; (c) approve changes in corporate structure; and (d) perform such other duties as may be appropriate in exercising its corporate powers.

Section 5. The qualification, election and tenure of the directors shall be provided for in the Bylaws.

Section 6. If the Board of Directors contracts with a management company as authorized in Section 628.6013, Florida Statutes, as amended from time to time, to manage and administer the affairs of the corporation, a member of the Board of Directors is not personally liable for monetary damages to any person for any statement, vote, decision, or failure to act, regarding the management or policy of the corporation, by a director, unless:

(a) The director breached or failed to perform his duties as the director;
and

(b) The director's breach of, or failure to perform his duties constitutes:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for violation of the criminal law stops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not stop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly; or

(3) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and reckless behavior. For purposes of these Articles of Incorporation, the term "recklessness" means the acting, or omission to act, in conscious disregard of a risk:

(a) Known, or so obvious that it should have been known, to the director, and

(b) Known to the director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

Section 7. Directors may be removed according to Section 11 of the By-Laws.

ARTICLE VII

Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Participating Policies

Pursuant to §628.361, Florida Statutes, as amended from time to time, the corporation may issue any or all of its policies with or without participation in profits, saving, or unabsorbed portions of premiums, may classify policies issued on a participating or non-participating basis, and may determine the right to participate and the extent of participation of any class or classes of policies.

ARTICLE IX

Incorporators

The names and street addresses of the initial incorporators, all of whom are over the age of eighteen (18), and all of whom are United States citizens are:

Reginald E. Beane
5088 N.W. 81st Ave
Coral Springs, FL 33067
Incorporator, Board Member & Officer

Robert L. Cowgill, III
1303 Park Haven Court
Danville, IL 61832
Incorporator, Board Member & Officer

R. Harvey Nolen
800 Patridge, Court
Marco Island, FL 33937
Incorporator, Board Member & Officer

William Paul Livek
5400 W. Leitner Drive
Coral Springs, FL 33067

Incorporator, Board Member & Officer

Jose L. Delgado
13540 S.W. 105 Ave
Miami, FL 33176
Incorporator, Board Member & Officer

Gary J. Schirmer
124 Lakeside Drive
Danville, IL 61832
Incorporator

Stephen Wells Ferguson
20 Waterford Lane
Glen Carbon, IL 62034
Incorporator

George B. Thomas
902 Wesley Ave
Savoy, IL 61874
Incorporator

Curtis A. Overpeck
6770 W. Dogwood DR
Covington, IN 47932
Incorporator

Steven F. Luebbert
638 Sherwood Ave
Webster Groves, MO 63119
Incorporator

ARTICLE X

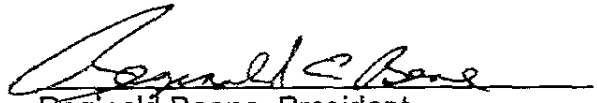
Number of Shares

The maximum number of shares of stock that this corporation is authorized to issue is ONE THOUSAND (1,000) shares of common stock, having nominal or par value of ONE AND 00/100 DOLLARS (\$1.00) per share.

ARTICLE XI

Capital Stock

The amount of capital stock with which this corporation shall begin business is not less than ONE THOUSAND AND 00/100 DOLLARS (\$1,000.00).


Reginald Beane, President
First Commercial Insurance Company

STATE OF Florida


COUNTY OF Dade

The forgoing instrument was acknowledged before me this 23^d day of October, 2002,
by Reginald Beane, who is personally known to me or who has produced
_____ as identification and who did take an oath.

(SEAL)



Gloria Alvarez
My Commission CC933263
Expires June 22, 2004


Notary Public

Commission No. CC933263

NOV 7 2002

BY S. St. Martin
Legal Division

**AMENDED ARTICLES OF INCORPORATION
TO
ARTICLES OF INCORPORATION
OF
FIRST COMMERCIAL MUTUAL COMPANY, AN ASSESSABLE MUTUAL**

FIRST: Amendment(s) adopted:

ARTICLE I

Name

The name of the corporation shall be:
FIRST COMMERCIAL INSURANCE COMPANY

The principal place of business of the insurer shall be:
9960 NW 116TH WAY, SUITE 12
MIAMI, FL 33178

ARTICLE VI

Directors

Michael Camilleri
2101 NW Corporate Boulevard, Suite 415
Boca Raton, FL 33431

Section 7. Directors may be removed according to Section 11 of the By-Laws.

ARTICLE X

Number of Shares

The maximum number of shares of stock that this corporation is authorized to issue is ONE THOUSAND (1,000) shares of common stock, having nominal or par value of ONE AND 00/100 DOLLARS (\$1.00) per share.

ARTICLE XI

Capital Stock

The amount of capital stock with which this corporation shall begin business is not less than ONE THOUSAND AND 00/100 DOLLARS (\$1,000.00).

SECOND: The date of each amendment's adoption: September 30, 2002

FOURTH: Adoption of Amendment(s) (**CHECK ONE**)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.


☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approved by _____."

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.


☐ Th amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.


Signed this 22nd day of October, 2002


Reginald E. Beane, President

The forgoing instrument was acknowledged before me this 22nd day of October, 2002, by Reginald E. Beane, who is personally known to me or who has produced _____ as identification and who did take an oath.

(SEAL)


Notary Public
Commission No. 00933263
My commission expires: 6-22-04

 Gloria Alvarez
My Commission 00933263
Expires June 22, 2004