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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: BANKERS INSURANCE CO.
360 CENTRAL AVE
LEGAL DEPT., 17TH FLOOR
ST. PETERSBURG FL 33701-

CONTACT: G. KRISTIN DELANO

PHONE: (800) 627-0000

FAX: (813) 823-6518

FAX: (904) 922-4000

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: BKW-HC, INC.

FAX AUDIT NUMBER: H96000003351

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FAX AUDIT # H 96000003351

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95 MAR -8 PM 4:52
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BKW - HC, INC.

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.

ARTICLES I.

NAME

The name of this corporation is .BKW - HC, INC.

ARTICLES 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.

ARTICLES III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock at One and no/100 (\$1.00) Dollars per share par value.

This instrument was prepared
G. Kristin Delano, Esq.
P. O. Box 15707
St. Petersburg, FL 33733
(813) 823-4000 ext. 4418
FL Bar # 0228850

O:\BKW-HC\ARTICLE.INC\March 7, 1996

FAX AUDIT# H 96000003351

FAX AUDIT# H 96000003351

ARTICLES IV.

DURATION

This corporation is to exist perpetually.

ARTICLES 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.

The name and street address of the initial registered agent of the corporation in the State of Florida is G. Kristin Delano at 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.

ARTICLES 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:

Robert M. Menke	360 Central Avenue, St. Petersburg, FL
David K. Meehan	360 Central Avenue, St. Petersburg, FL
Edwin C. Hussemann	360 Central Avenue, St. Petersburg, FL
G. Kristin Delano	360 Central Avenue, St. Petersburg, FL

FAX AUDIT# H 96000003351

FAX AUDIT # 1796000003351

ARTICLES VII.

INCORPORATORS

The name and address of the Incorporator of this corporation is:

G. Kristin Delano 360 Central Avenue, St. Petersburg, FL

ARTICLES VIII.

OFFICERS

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

Robert M. Menke, Chairman	360 Central Avenue, St. Petersburg, FL
David K. Meehan, President	360 Central Avenue, St. Petersburg, FL
Edwin C. Hussemann, Treasurer	360 Central Avenue, St. Petersburg, FL
Steven K. Kurcan, Vice President	360 Central Avenue, St. Petersburg, FL
G. Kristin Delano, Secretary	360 Central Avenue, St. Petersburg, FL

ARTICLES IX.

COMMENCEMENT OF CORPORATE EXISTENCE

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

ARTICLES X.

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.

FAX AUDIT# 1796000003351

FAX AUDIT # 196000003351ARTICLES XIINDEMNIFICATION

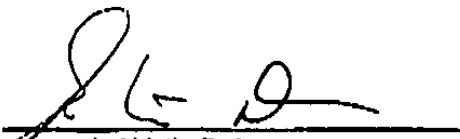
The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact 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.

ARTICLES XIIAMENDMENT

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.

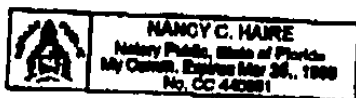
IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by G. Kristin Delano.


Dated this 7th day of March, 1996.


G. Kristin Delano

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 7th day of March, 1996, by G. Kristin Delano, as Incorporator of BKW - HC, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or who has produced as identification, and did take an oath.




Nancy C. Haure, Notary Public
Serial Number: No. CC 440881
My Commission Expires: 3/25/99

G:\BKW\HC\ARTICLE.INC\March 7, 1996

FAX AUDIT# 196000003351

03-08-96 02 55PM FROM 313 823 6519

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**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 **BKW - HC, INC.**, 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, in 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

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TALLAHASSEE, FLORIDA

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