

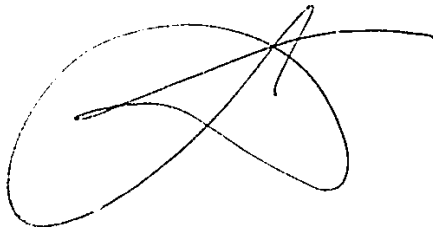
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3/11/96
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: CORPORATE CREATIONS INTERNATIONAL, INC.
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-0000
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305) 672-0686
FAX: (305) 672-9110
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TRANSAMERICA INSURANCE COMPANY OF THE SOUTH, INC.
FAX AUDIT NUMBER: H96000003444
DATE REQUESTED: 03/11/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$78.75
CURRENT STATUS: REQUESTED
TIME REQUESTED: 15:44:17
CERTIFICATE OF STATUS: 1
METHOD OF DELIVERY: FAX
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**Articles of Incorporation
of
TransAmerica Insurance Company of the South, Inc.**

Article I. Name

The name of this Florida corporation is:

TransAmerica Insurance Company of the South, Inc.

Article II. Address

The mailing address of the Corporation is:

TransAmerica Insurance Company of the South, Inc.
5590 West 20th Avenue, Suite 200
Hialeah FL 33016

Article III. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Joseph B. Ryan, III
5590 West 20th Avenue, Suite 200
Hialeah FL 33016

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Joseph B. Ryan FL Bar Member 338273
Joseph B. Ryan, III
5590 West 20th Avenue, Suite 200
Hialeah FL 33016
305-818-1847 • Fax 305-820-9724

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EFFECTIVE DATE
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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

Article VI. Incorporator

The name and address of the incorporator is:

Joseph B. Ryan
Joseph B. Ryan, III
5590 West 20th Avenue, Suite 200
Hialeah FL 33016

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective March 11, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on March 11, 1996



Joseph B. Ryan
by J.P. Mata as attorney-in-fact

Joseph B. Ryan FL Bar Member 338273
Joseph B. Ryan, III
5590 West 20th Avenue, Suite 200
Hialeah FL 33016
305-818-1847 • Fax 305-820-9724

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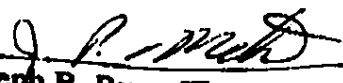
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
TransAmerica Insurance Company of the South, Inc.

REGISTERED AGENT:
Joseph B. Ryan, III
5590 West 20th Avenue, Suite 200
Hialeah FL 33016

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Joseph B. Ryan, III
by J.P. Mata as attorney-in-fact

Date: March 11, 1996

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TALLAHASSEE, FLORIDA

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