

P 96000046207

LEBOEUF, LAMB, GREENE & MAI RAE
L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATION

NEW YORK
WASHINGTON
ALBANY
BOSTON
DENVER
HARRISBURG
HARTFORD
JACKSONVILLE

125 WEST 55TH STREET
NEW YORK, NY 10019-5389

TELEPHONE (212) 484-8000
FACSIMILE (212) 484-8000

WRITER'S DIRECT DIAL
212-424-8598

LOS ANGELES
NEWARK
PITTSBURGH
SALT LAKE CITY
SAN FRANCISCO
LONDON
MOSCOW
ALMATY
96 MAY 29 PM 11:09
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

May 24, 1996

VIA FEDEX

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

40000018411514
-05/29/96--01002--018
***131.25 ***131.25

Re: Filing of Articles of Incorporation for Florida Select Insurance Company

Dear Sir or Madam:

On behalf of Florida Select Insurance Company ("FSIC"), we are submitting the following:

- (1) One original and one copy of the executed Articles of Incorporation for FSIC.
- (2) Certificate of Designation of Registered Agent/Registered Office designating the State Treasurer and Insurance Commissioner as the registered agent pursuant to Section 624.422 Florida Statutes.
- (3) Check made payable to the Department of State in the amount of \$131.25.
- (4) Transmittal Letter indicating address of FSIC.

Upon processing of this request, please send the certified Articles of Incorporation and Certificate of Status to

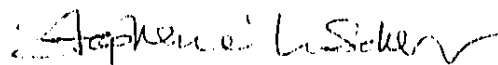
F. CHESNER

MAY 31 1996

Department of State
May 24, 1996
Page 2

my attention at the address listed above. Please do not hesitate to contact me at 212-424-8598 if you have any questions or problems.

Sincerely,

A handwritten signature in cursive script, appearing to read "Stephanie L. Scherr", followed by a checkmark-like flourish.

Stephanie L. Scherr
Not Admitted

**ARTICLES OF INCORPORATION
OF
FLORIDA SELECT INSURANCE COMPANY**

FILED
95 MAY 29 PM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this Corporation shall be: Florida Select Insurance Company. The street address of the initial principal office is: c/o Panza, Maurer, Maynard & Neel, P.A., 215 South Monroe Street, Suite 320, Tallahassee, Florida 32301, and the mailing address of this Corporation is: c/o Panza, Maurer, Maynard & Neel, P.A., 215 South Monroe Street, Suite 320, Tallahassee, Florida 32301.

ARTICLE II - NATURE OF BUSINESS

The purpose of this Corporation is to engage in every aspect of property and casualty insurance.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue is 1000 shares of common stock having a par value of \$1.00 per share. The amount of paid-in capital and surplus with which this Corporation shall begin shall not be less than \$1000.00 capital and \$4,999,000.00 surplus.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324, and the initial registered agent of this Corporation at such office shall be CT Corporation System, 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

This Corporation shall have five directors initially, the majority of whom are United States citizens and all of whom are over the age of 18. The names and residence street addresses of the directors whose initial terms of office shall be for one year are:

Adam M. Mizel
100 West 83th Street, PH5
New York, New York 10024

David L. Wasserman
14 Cabriolet Lane
Melville, New York 11747

G. Terrence Van Gilder
1864 Doris Drive
Menlo Park, California 94025

G. Thompson Hutton
2 Santiago Avenue
Atherton, California 94027

Frederick B. Karl
859 Seddon Cove Way
Tampa, Florida 33602

ARTICLE VII - INCORPORATORS

The names and residence street addresses of the incorporators, the majority of whom are United States citizens and all of whom are over the age of 18, are:

Adam M. Mizel
100 West 89th Street, PH5
New York, New York 10024

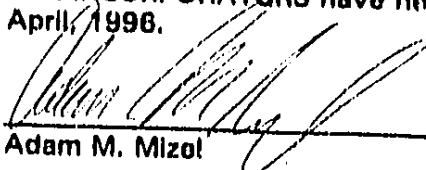
David L. Wasserman
14 Cabriolet Lane
Melville, New York 11747

G. Terrence Van Gilder
1864 Doris Drive
Menlo Park, California 94025

G. Thompson Hutton
2 Santiago Avenue
Atherton, California 94027

Frederick B. Karl
859 Seddon Cove Way
Tampa, Florida 33602

THE INCORPORATORS have herunto set their hands and seals this 8th day of April, 1996.


Adam M. Mizel

David L. Wasserman

G. Terrence Van Gilder

G. Thompson Hutton

Frederick B. Karl

STATE OF New York
COUNTY OF Kings

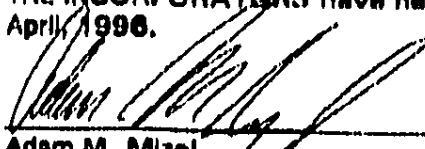
PERSONALLY APPEARED before me, Adam M. Mizol, who acknowledged
executing the above Articles of Incorporation of Florida Select Insurance
Company.

Linda Yells
Notary Public
State of New York
April 8, 1996

My commission expires:
April 30, 1996

LINDA YELLS
NOTARY PUBLIC, State of New York
No. 408884
Qualified in Kings County
Commission Expires April 30, 1996

THE INCORPORATORS have hereunto set their hands and seals this 8th day of April, 1998.


Adam M. Mizel


David L. Wasserman

G. Terrence Van Gilder

G. Thompson Hutton

Frederick B. Karl

STATE OF NEVADA
COUNTY OF CLARK

PERSONALLY APPEARED before me, David L. Wasserman, who
acknowledged executing the above Articles of Incorporation of Florida Select
Insurance Company.

Willie J. Haddock
Notary Public
State of NEVADA

My commission expires: OCT 1, 1999



WILLIE J. HADDOCK
Notary Public - Nevada
My appt. exp. Oct. 1, 1999
No. 95-00965-1

THE INCORPORATORS have herunto set their hands and seals this 27th day of April, 1996.

Adam M. Mizel

David L. Wasserman



G. Terrence Van Gilder



G. Thompson Hutton

Frederick B. Karl

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

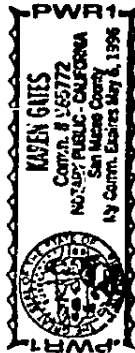
County of San Mateo

On 4/12/96 before me, Karen Gates, notary public

personally appeared G. Terrence Van Gilder & G. Thompson Hutton

☒ personally known to me - OR - ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



NAME(S) OF SIGNER(S)

TITLE(S)

- ☒ PARTNER(S) ☐ LIMITED
☐ GENERAL
☐ ATTORNEY-IN-FACT
☐ TRUSTEE(S)
☐ GUARDIAN/CONSERVATOR
☐ OTHER

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

OPTIONAL SECTION

CAPACITY CLAIMED BY SIGNER

Though statute does not require the Notary to fill in the data below, doing so may prove invaluable to persons relying on the document.

- ☒ INDIVIDUAL
☐ CORPORATE OFFICER(S)

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

OPTIONAL SECTION TITLE OR TYPE OF DOCUMENT Articles of Incorporation

NUMBER OF PAGES DATE OF DOCUMENT

SIGNER(S) OTHER THAN NAMED ABOVE

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form.

THE INCORPORATORS have herunto set their hands and seals this 8th day of April, 1996.

Adam M. Mizel

David L. Wasserman

G. Terrence Van Gilder

G. Thompson Hutton

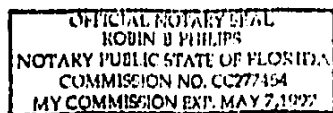
Frederick B. Karl
Frederick B. Karl

STATE OF Florida
COUNTY OF Hillsborough

PERSONALLY APPEARED before me, Frederick B. Karl, who acknowledged
executing the above Articles of Incorporation of Florida Select Insurance
Company.

Robin B. Phillips
Notary Public
State of Fla

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process from the Treasurer and Insurance Commissioner of the State of Florida for Florida Select Insurance Company, at the place designated in the Articles of Incorporation, CT Corporation System agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes (1993), relative to keeping open such office.

Dated: April 8, 1996

Margaret Beaton
CT Corporation System

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Florida Select Insurance Company
2. The name and address of the registered agent and office is: State Treasurer and Insurance Commissioner, The Capitol
(P.O. BOX NOT ACCEPTABLE)
Tallahassee, Florida 32359-0300
(CITY/STATE/ZIP)
- ITALIA 96 PM

SIGNATURE [Signature]
(Corporate officer)
TITLE President
DATE 5-16-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

SIGNATURE State Treasurer and Insurance Commissioner

DATE _____