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September 29, 2000

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

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-10/02/00--01129--013
*****43.75 *****43.75

Dear sir/Madam:

Enclosed are:

1. Amended Articles of Incorporation of Florida Select Insurance Company, approved by the Commissioner of Insurance.
2. Articles of Amendment indicating the date and manner of adoption.
3. a check in the amount of 43.75 in payment of the \$35 filing fee and \$ 8.75 certified copy fee.

Please accept the articles for filing and forward to me a certified copy.

If you have any questions or need additional information please feel free to contact me at (941) 906-2344 or via e-mail at mkrouse@floridaselect.com.

Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Mitchel Krouse".

Mitchel Krouse
Vice President and General Counsel

MJK/bm
encl.

FILED
00 OCT -2 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T. LEWIS OCT 6 2000

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FLORIDA SELECT INSURANCE COMPANY

FILED
00 OCT -2 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

Amendment adopted:

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue is 25,000 shares of common stock having a par value of \$100.00 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.

The date of the amendment's adoption:

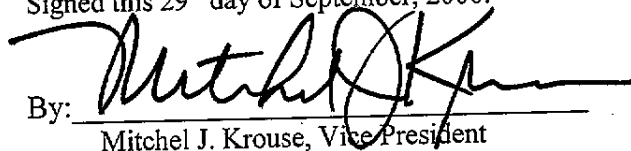
September 30, 1999

Adoption of the Amendment:

The amendment was approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.

Signed this 29th day of September, 2000.

By:



Mitchel J. Krouse, Vice President

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

SEP 20 1999

AMENDED ARTICLES OF INCORPORATION
OF
FLORIDA SELECT INSURANCE COMPANY

BY 
Legal Division

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 25,000 shares of common stock having a par value of \$100.00 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 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

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
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Atherton, California 94027

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