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July 9, 1996

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***122.50 ***122.50

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Proposed Corporation: Florida Managing Agent, Inc.

Gentlemen:

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of \$122.50 for the following fees:

\$35.00	Filing Fee
\$35.00	Designation of Registered Agent
\$52.50	Certified Copy
\$122.50	Total

From: Douglas A. Mang
660 East Jefferson
Tallahassee, FL 32301
222-7710

Will wait

DAM/wds

Enclosures

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TALLAHASSEE, FLORIDA

*Same person has
R96-2357*

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ARTICLES OF INCORPORATION
OF
FLORIDA MANAGING AGENT, INC.

The undersigned natural person, acting hereby as Incorporator for the purposes of forming a corporation for profit under the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation (hereinafter referred to as the "Corporation") shall be:

Florida Managing Agent, Inc.

ARTICLE II. DURATION

The duration of the corporation shall be perpetual.

ARTICLE III. PURPOSE

The purpose or purposes for which this Corporation is formed are:

1. To act as a managing general agency for a Florida domestic property and casualty insurer.
2. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE IV. CAPITAL STOCK

The number of shares which the corporation is initially authorized to issue shall be 1,000 shares. Such shares shall be of a single class of common stock only, and shall have a par value of \$.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office shall be 660 East Jefferson Street, Tallahassee, FL 32301, and the name of its registered agent at that address shall be Douglas A. Mang, Esq.

ARTICLE VI. INCORPORATOR

The name and address of the incorporator, who is a citizen of the United States, is:

Douglas A. Mang, Esq.
660 East Jefferson Street
Tallahassee, FL 32301

ARTICLE VII. DIRECTORS

The Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of each initial Director of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jonathon O. Moore	52 Fisherman's Cove Ponte Vedra, FL 32082
Jay D. Marsh	5509 Acacia Court Crystal Lakes, IL 60012
Weston W. Marsh	6401 Tremont Willowbrook, IL

ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS

The principal place of business for the corporation shall be located at 7563 Philips Highway, The Waterside Building, Suite 110, Jacksonville, Duval County, Florida 32256, but the corporation may establish and maintain its principal office at such other place within the State of Florida as may be determined by the Board of Directors consistent with the Florida Insurance Code as the same is then in effect.

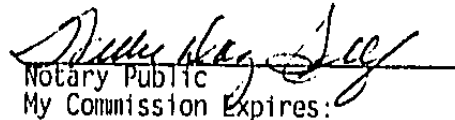
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of July 1996.


DOUGLAS A. MANG, Incorporator

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared Douglas A. Mang, known to me to be the party who subscribed to and executed the foregoing Articles of Incorporation of Florida Managing Agent, Inc. and acknowledged that he executed the same, as his voluntary act, deed and agreement for the purposes therein expressed.

WITNESS my hand and official seal in the county and state aforesaid on this 9th day of July, 1996.


Notary Public
My Commission Expires:



WILLIE DAY SELF
My Commission CC4272411
Expires Dec. 10, 1998

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Florida Managing Agent, Inc.
2. The name and address of the registered agent is:

Douglas A. Mang
660 East Jefferson
Tallahassee, FL 32301

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATE: _____

July 9, 1996

By: _____

Douglas A. Mang