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12/27/96

FLORIDA DIVISION OF CORPORATIONS
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FAX #: (904) 922-4001

FROM: BANKERS INSURANCE CO.

ACCT#: 074230003715

CONTACT: G. KRISTIN DELANO

FAX #: (813) 823-6518

NAME: VENTURE INSURANCE GROUP, INC.

AUDIT NUMBER.....H96000018096

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 4

DEL.METHOD.. FAX/MAIL

EST.CHARGE.. \$70.00

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TO 19049224001

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ARTICLES OF INCORPORATION

OF

VENTURE INSURANCE GROUP, 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 Venture Insurance Group, 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 00/100 (\$1.00) Dollars per share par value.

This instrument was prepared
by and return to:
C. Anthony Sexton
Fla. Bar No. 120936
P. O. Box 15707
St. Petersburg, FL 33733
(813) 823-4000 ext 4584

12-27-96 04:13PM FROM 813 823 6518

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P003

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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 380 Central Avenue, St. Petersburg, FL 33701, Pinellas, County, Florida.

The name and street address of the initial registered agent of the corporation in the State of Florida is: C. ANTHONY SEXTON at 380 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.

INCORPORATORS

The names and addresses of the incorporators of this corporation are:

NAME

ADDRESS

C. Anthony Sexton

380 Central Avenue, St. Petersburg, FL 33701

ARTICLES VII.

COMMENCEMENT OF CORPORATE EXISTENCE

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

12-27-96 04:13PM FROM 913 823 6518


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IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as
Incorporator, by: C. Anthony Sexton.

Dated this 27th day of December, 1996.

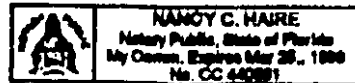

C. Anthony Sexton

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27th day of December, 1996,
by C. Anthony Sexton, as Incorporator of Venture Insurance Group, 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. Haire, Notary Public
Serial Number: No. CC 440661
My Commission Expires: 3/25/99



12-27-96 04:13PM FROM 813 823 6518

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P005

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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 Venture Insurance Group, Inc., desiring to organize under the laws of the State of Florida with its principal place of business in Pinellas County, Florida, has named C. Anthony Sexton, 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, at 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.


C. Anthony Sexton, Registered Agent