

P97000010117



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 244254 7103152

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizutto

ORDER DATE : January 31, 1997

ORDER TIME : 10:58 AM

ORDER NO. : 244254-005

CUSTOMER NO: 7103152

100002074941--1

CUSTOMER: Harold J. Webre, Esq
GOODLETTE COLEMAN & JOHNSON,
P.A.
Suite 300
4001 Tamiami Trail North
Naples, FL 33940-3556

DOMESTIC FILING

NAME: IMPERIAL INSURANCE GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
97 JAN 31 AM 7:36
TALLAHASSEE, FLORIDA
RECEIVED
97 JAN 31 PM 12:06
DIVISION OF CORPORATION

KD
2-3-97

**ARTICLES OF INCORPORATION
OF
IMPERIAL INSURANCE GROUP, INC.**

97 JAN 31 AM 7:36
FILED
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is: IMPERIAL INSURANCE GROUP, INC., a Florida corporation.

**ARTICLE II
CAPITAL STOCK AND SHAREHOLDERS**

The aggregate number of shares which this Corporation shall have authority to issue is TEN THOUSAND (10,000) shares of common stock, the par value of each such share being ONE CENT (\$.01). The initial issuance of common stock shall be ONE HUNDRED (100) shares, with the initial shareholders and their respective stock holdings as follows:

<u>Name</u>	<u>Number of Shares Held</u>
Donald C. Sprouse	50
Jeffry H. Stuek	50

**ARTICLE III
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the names and addresses of the persons who shall serve as members of the Board of Directors until the election of their successors are as follows:

<u>Name</u>	<u>Address</u>
Donald C. Sprouse	571 Neopolitan Lane Naples, Florida 34103

Jeffry H. Steuk

1521 Covington Circle East
Fort Myers, Florida 33919

ARTICLE IV
INITIAL OFFICERS

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President and Treasurer,	Donald C. Sprouse	571 Neopolitan Lane Naples, Florida 34103
Vice President and Secretary,	Jeffry H. Steuk	1521 Covington Circle East Fort Myers, Florida 33919

ARTICLE V
INCORPORATOR

The sole incorporator of the Corporation is Donald C. Sprouse, whose address is 571 Neopolitan Lane, Naples, Florida 34103.

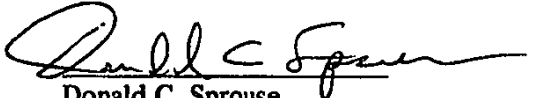
ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 4001 Tamiami Trail North, Suite 300, Naples, Florida 33940, and the name of the initial registered agent of this Corporation at that address is: Harold J. Webre, Esquire.

ARTICLE VII
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be: 305 5th Avenue South,
Suite 204, Naples, Florida 34102.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation on this 30th day of January, 1997.


Donald C. Sprouse,
Incorporator

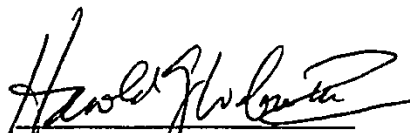
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT IMPERIAL INSURANCE GROUP, INC., desiring to organize or qualify under
the laws of the State of Florida, with its principal place of business located at 305 5th Avenue
South, Suite 204, Naples, Florida 34102, has named Harold J. Webre, Esquire, located at 4001
Tamiami Trail North, Suite 300, Naples, Florida 34103, as its registered agent to accept service of
process within Florida.

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 agree to 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.

Dated: January 30, 1997


Harold J. Webre, Esquire

F: IMPERIAL.ART

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