

P97000027825

Foley Gardner
 Requestor's Name

Address

200-6100
 City/State/Zip Phone #

00000214220-03
 03/14/97-01105-005
 ****43.75 ****43.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- Winston Insurance Company
 (Corporation Name) (Document #) # F9300000
- 3329
 (Corporation Name) (Document #)
- 3329
 (Corporation Name) (Document #)
- 6/17/86
 (Corporation Name) (Document #) **EFFECTIVE DATE**

- Walk in Pick up time 300 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 97 MAR 27 PM 1:26
 97 MAR 14 PM 1:14

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

700002128767-0
 -03/31/97-01117-015
 ****111.25 ****111.25

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED 85

R. AGENT _____

CERT. COPY 52.50

CUS 17.50

OVERPAYMENT _____

TOTAL 65.00

OK to title doc. Restated Articles - Insurance Dept. OK'd + title per KB

Domestication + Articles of Inc.

Examiner's Initials SP

3/27/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 19, 1997

Foley & Lardner

Tallahassee, FL

SUBJECT: WINSTON INSURANCE COMPANY
Ref. Number: F93000003329

We have received your document for WINSTON INSURANCE COMPANY and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

It is my understanding that a domestication pursuant to 607.1801, Florida Statutes will be filed. Enclosed is a domestication form to be completed and returned with the articles of incorporation that have been approved by the insurance commissioners office. Please remove the reference to "Restated" articles and just reference the filing as "Articles of Incorporation". A principal/mailling address should be added to the document.

The fee to file this domestication is \$50. The articles of incorporation fee is \$35. Certified copies are \$52.50 and \$8.75 for each certificate of status requested. It is our understanding that the Department of Insurance does need a certificate of status. We have pending \$43.75 - please subtract this amount from the total fee that you return.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 997A00013860

FOLEY & LARDNER

ATTORNEYS AT LAW

CHICAGO
JACKSONVILLE
LOS ANGELES
MADISON
MILWAUKEE
ORLANDO

FIRSTAR CENTER
777 EAST WISCONSIN AVENUE
MILWAUKEE, WISCONSIN 53202-5367
TELEPHONE (414) 271-2400
FACSIMILE (414) 297-4900

WRITER'S DIRECT LINE

SACRAMENTO
SAN DIEGO
SAN FRANCISCO
TALLAHASSEE
TAMPA
WASHINGTON D.C.
WEST PALM BEACH

(414) 297-5840

March 26, 1997

VIA FEDERAL EXPRESS

Ms. Susan Payne
Senior Section Administrator
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Winston Insurance Company
Domestication Filing

Dear Ms. Payne:

Following up our telephone conversation on March 24, 1997, enclosed herewith please find the following documents:

- Certificate of Domestication on behalf of Winston Insurance Company;
- Original Restated Articles of Incorporation of Winston Insurance Company (stamped approved by the Florida Department of Insurance);
- The address of Winston Insurance Company's principal place of business; and
- A check in the amount of \$111.25.

I appreciate receiving a certified copy of this filing, and two certificates of status for Winston Insurance Company. Accordingly, the enclosed check covers the \$50 domestication fee, the \$35 articles of incorporation fee, the \$52.50 fee for certified copies, the \$8.75 fee for each certificate of status, and it takes into account the \$43.75 previously submitted to the

ESTABLISHED 1042

A MEMBER OF GLOBALEX WITH MEMBER OFFICES IN BERLIN, BRUSSELS, DRESDEN, FRANKFURT, LONDON, PARIS, SINGAPORE, STOCKHOLM, STUTTGART, AND TAIPEI

Ms. Susan Payne
March 26, 1997
Page 2

Department of State for filing the above-referenced restated articles. Once the certified copies and the two certificates of status are available, I would appreciate being advised accordingly at 1-800-558-1548 (ext. 5840). I then will instruct someone in our Tallahassee office to pick up the documents in person.

Thank you for your assistance in this matter.

Very truly yours,


Thomas M. Rose

Enc.

cc: Joseph W. Jacobs
Joseph S. Labell
Kevin G. Fitzgerald

Florida Department of State, Sandra B. Mortham, Secretary of State

CERTIFICATE OF DOMESTICATION

The undersigned, Robert D. Ferguson, President
(Name) (Title)

of Winston Insurance Company a foreign Corporation,
(Corporation Name)

in accordance with Florida Statutes, section 607.1801 does hereby certify:

EFFECTIVE DATE
6/17/86

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 MAR 27 PM 1:26

1. The date on which corporation was first formed was June 17, 19

2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was the State of Oklahoma

3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Winston Insurance Company

4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is Winston Insurance Company

5. The jurisdiction that constituted the seat, siege, social principal place of business or center of administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was

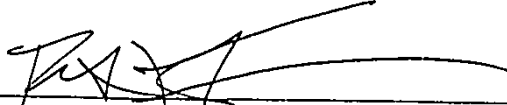
the State of Oklahoma

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 MAR 27 PM 1:26

I am President, of Winston Insurance Company

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done

so this the 25th day of March, 19 97



(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$122.50
Total to domesticate and file	\$172.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 27 PM 1:26 RE
**RESTATED ARTICLES OF INCORPORATION
OF
WINSTON INSURANCE COMPANY**

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

JUL 31 1995
By S. S. McDaniel
Legal Division

These Restated Articles of Incorporation of Winston Insurance Company (the "Corporation"), a stock insurer corporation under the laws of the State of Florida, are executed by the Secretary of the Corporation for the purpose of restating the Corporation's Articles of Incorporation.

ARTICLE 1--NAME

EFFECTIVE DATE
6/17/86

The name of the Corporation shall be Winston Insurance Company. The principal place of business of this Corporation shall be located in the City of Tallahassee, County of Leon, State of Florida.

ARTICLE 2--NATURE OF BUSINESS

The purpose of the Corporation is to engage in every aspect of reinsurance and all other lines of property and casualty insurance.

ARTICLE 3--CAPITAL STOCK

This Corporation shall be a stock company and not a mutual company. The amount of the total authorized capital stock is Six Million Dollars (\$6,000,000.00), divided into Two Million (2,000,000) shares of common stock, Three Dollar (\$3.00) per share par value. Each shareholder of common stock shall be entitled to cast one (1) vote for each share of stock standing in his name on the books of the Corporation and will be entitled to share in any dividend declared by the Corporation.

ARTICLE 4--TERM OF EXISTENCE

The Corporation shall exist perpetually unless sooner dissolved by the officers and shareholders as provided for by the laws of Florida.

ARTICLE 5--REGISTERED OFFICE AND AGENT

The registered office of this corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301, and the registered agent of this Corporation at such office shall be Corporation Service Company, 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 27 PM 1:26

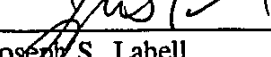
ARTICLE 6--DIRECTORS

The number of directors may be fixed from time to time by the bylaws but shall not be less than the minimum number required by Florida law. Their terms and the manner of their election shall be as provided in the bylaws.

THESE ARTICLES OF INCORPORATION ARE TO BE EFFECTIVE UPON THE FILING WITH THE DEPARTMENT OF STATE.

DATED: October 22, 1996

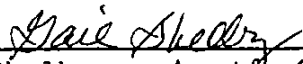
WINSTON INSURANCE COMPANY

By: 
Joseph S. Labell
Secretary

ACCEPTANCE OF REGISTERED AGENT

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

DATED: 3-14-97


Gail Shelby, as Agent for Corporation
Service Company

WINSTON INSURANCE COMPANY

Principal Place of Business

**1545 Raymond Diehl Road
Tallahassee, Florida 32308**