



**Gulf Atlantic
Insurance
Company**

1545 Raymond Diehl Road, Tallahassee, Florida 32308 • P.O. Box 12200, Tallahassee, Florida 32317-2200
Telephone: 800-800-4242 904-385-8555 • Fax: 800-357-0652 904-385-1657 • Internet: www.gulfatlantic.com

July 3, 1997

Honorable Sandra Mortham
Secretary of State
Division of Corporations
P.O. Box 632
Tallahassee, Florida 32314

Re: Gulf Atlantic Holding Company

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-07/11/97--01033--003
****172.50 ****172.50


Dear Secretary Mortham:

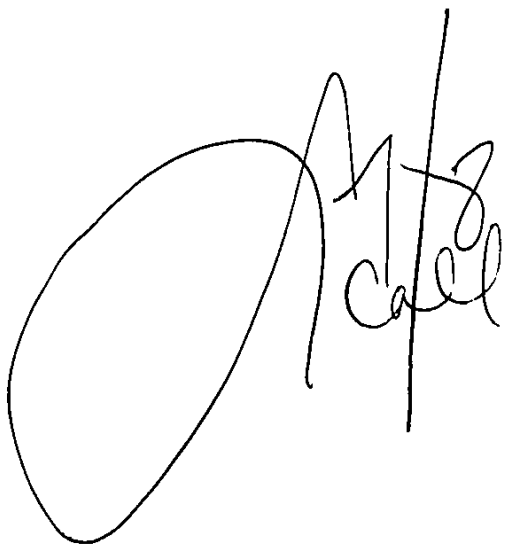
Gulf Atlantic Holding Company ("Gulf Atlantic"), a former Cayman Islands corporation, encloses herewith a Certificate of Domestication for the State of Florida pursuant to section 607.0801, Fla. Stat. (1995). Also enclosed for filing are Gulf Atlantic's Florida Amended and Restated Articles of Incorporation and our check in the amount of \$172.50 to cover the cost of filing the Articles, obtaining a certified copy, and filing the Certificate of Domestication.

Gulf Atlantic Holding Company is the parent corporation of Gulf Atlantic Insurance Company, Gulf Atlantic Insurance Services, and Gulf Atlantic Group, Inc., all of which are active Florida Corporations of which I am an officer. Each of these corporations consents to the use of the name Gulf Atlantic Holding Company by this company in the State of Florida.

Please call me if you require any additional information.

Sincerely,


George V. Matlock
Vice President


call

When Ready

97 JUL -3 PM 3:57
DIVISION OF CORPORATIONS

97 JUL -3 PM 4:34

STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 3, 1997

GULF ATLANTIC INSURANCE COMPANY
% GEORGE V MATLOCK
1545 RAYMOND DIEHL ROAD
TALLAHASSEE, FL 32308

SUBJECT: GULF ATLANTIC HOLDING COMPANY
Ref. Number: W97000015522

We have received your document for GULF ATLANTIC HOLDING COMPANY .
However, the enclosed document has not been filed and is being returned to you
for the following reason(s):

Articles of Incorporation must also be submitted with the Certificate executed and
filed in accordance with Section 607.0120 and 607.0202.,

If you have any questions concerning the filing of your document, please call
(850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 097A00034920

CERTIFICATE OF DOMESTICATION

The undersigned, Howard L. Neer, D.O., Chairman of the Board of Directors of Gulf Atlantic Holding Company, a non-U.S. corporation (the "Corporation"), in accordance with Section 607.1801, Florida Statutes (1996 Supp.), does hereby certify:

1. The date on which the Corporation was formed was September 9, 1979.
2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being was the Cayman Islands, B.W.I.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was Gulf Atlantic Holding Company.
4. The name of the Corporation as set forth in its articles of incorporation to be filed pursuant to Sections 607.0401 and 607.0202, Florida Statutes, with this certificate is Gulf Atlantic Holding Company.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the Corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the Grand Cayman, Cayman Islands, B.W.I.

I am the Chairman of the Board of Directors of Gulf Atlantic Holding Company and am authorized to sign this Certificate of Domestication on behalf of the Corporation, and have done so this 18 day of June, 1997.

Gulf Atlantic Holding Company

By: 

Howard L. Neer, Chairman

97 JUL -3 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
GULF ATLANTIC HOLDING COMPANY**

97 JUL -3 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be GULF ATLANTIC HOLDING COMPANY.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is One Thousand Two Hundred Forty (1,240) shares, having a par value of ten cents (\$0.10). All such shares shall be of a single class, designated as common.

ARTICLE IV

The initial registered agent of the corporation is George V. Matlock. The street address of the corporation's initial registered office is 1545 Raymond Diehl Road, 3d Floor, Tallahassee, Florida 32308.

ARTICLE V

The principal place of business and mailing address of this corporation shall be: 1545 Raymond Diehl Road, Tallahassee, Florida 32308.

ARTICLE VI

The names and addresses of the initial Board of Directors of this corporation are:

Joseph W. Jacobs
1522 Belleau Wood Drive
Tallahassee, Florida

Marcelino Oliva, D.O.
1426 Hale Road
Dade City, Florida 33525

Howard L. Neer, D.O.
5840 S.W. 8th Street
Plantation, Florida 33317

Frank J. McDevitt, D.O.
39475 Champion Court
Northville, MI 48167

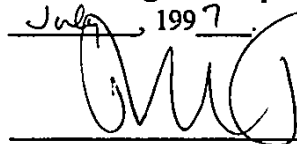
James H. Barker, D.O.
13312 Golf Crest Circle
Tampa, Florida 33624

ARTICLE VII

The name and address of the incorporator to these Article of Incorporation is Joseph W. Jacobs, P.O. Box 12200, Tallahassee, Florida 32317-2200.

The undersigned incorporator has executed these Articles of Incorporation this 30 day of

July, 1997.



Joseph W. Jacobs, Incorporator

**CONSENT TO SERVE AS REGISTERED AGENT
FOR
GULF ATLANTIC HOLDING COMPANY**

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: 7/3/97



George V. Matlock
Registered Agent

FILED
97 JUL -3 PM 4:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA