

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
STATEWIDE INSURANCE COMPANY
HEREBY RENAMED**

FRONTLINE INSURANCE MANAGERS INC.

FILED
JUN 28 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Statewide Insurance Company (the "Corporation") was incorporated in accordance with the Florida Business Corporation Act (the "Act") upon the filing of its initial Articles of Incorporation with the Florida Department of State (the "Department") on August 4, 1997. The Articles of Incorporation were assigned document number P97000067044 by the Department. Articles of Amendment were filed on October 17, 1997. The Articles of Incorporation, as amended, are referred to herein as the "Existing Articles".

2. The Corporation has not yet issued any shares and now has no shareholders. The undersigned is the sole director of the Corporation, having been designated and appointed as such with his consent in the Existing Articles. Under the powers and authorities conferred by the Act, including specifically but without limitation Sections 607.1005, 607.1006, and 607.1007 thereof, the Board of Directors of the Corporation has adopted and approved these Amended and Restated Articles of Incorporation (the "Amended Articles").

3. The Amended Articles shall supersede and replace the Existing Articles in their entirety. One effect of the Amended Articles is to change the Corporation's name, effective upon the filing hereof with the Department, to "Frontline Insurance Managers Inc."

4. All necessary corporate actions have been taken to approve and adopt the Amended Articles and to authorize and direct their filing with the Department. The Amended Articles shall be effective as soon as filed by the Department.

5. NOW, THEREFORE, the Corporation's Articles of Incorporation are hereby amended and restated to read in their entirety as follows, in place and lieu of the Existing Articles.

ARTICLE I
Name and Address

The name of the Corporation shall be Frontline Insurance Managers Inc. Its principal office shall initially be located at 106 East College Avenue, Suite 1200, Tallahassee, FL 32301. The corporation may establish and maintain the principal office of the corporation at such other place within the State of Florida or elsewhere as may be determined by the Board of Directors.

ARTICLE II
Nature of Business

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida, including specifically but without limitation the businesses of operating as an insurance agency, managing general agent, and insurance administrator.

ARTICLE III
Authorized Stock

The authorized capital stock of the Corporation shall consist of 1,000 shares of a single class of Common Stock with a par value of one cent (\$.01) per share. The stock of the Corporation shall be issued for such consideration as may from time to time be determined by the Board of Directors.

ARTICLE IV
Term of Corporate Existence

The Corporation shall exist perpetually unless and until dissolved according to law.

ARTICLE V
Address of Registered Office and Registered Agent

The registered office of the Corporation shall be 106 East College Avenue, Suite 1200, Tallahassee, Florida, 32301, and the registered agent of the Corporation at such office shall be Gary P. Timin. The Board of Directors may from time to time designate a new registered agent or registered office or both.

ARTICLE VI
Board of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of not less than one (1) Director. The term of office of the initial director or directors shall not be for more than one year after the date of incorporation. The size of the Board and the terms of office of its Directors may be altered as provided in the bylaws of the Corporation.

ARTICLE VII

Director

The name and address of the sole present Director of the Corporation are Philip L De Rosa, 2426 Wagner Creek Court, Mt. Pleasant, South Carolina 29464.

ARTICLE VIII

Transactions In Which Directors Or Officers Are Interested

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

ARTICLE IX

Indemnification of Directors and Officers

The Corporation may indemnify, and may insure, its directors and officers to the fullest extent permitted by the Act and other applicable law.

6. The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the Corporation's Board of Directors, acting by written consent of its sole director, on January 26, 1998. Shareholder action was not required to adopt or approve these Amended Articles.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed by the undersigned on this 26 day of January, 1998, in his capacity as sole director of the Corporation.

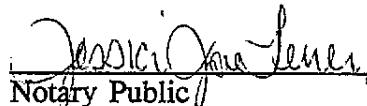


PHILIP L. DE ROSA
Sole Director

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Philip L. DeRosa, to me personally known or who has produced a driver's license as identification, and known to me to be the person who executed the foregoing instrument, and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 26 day of January, 1998.



Notary Public

My Commission Expires: _____

Commission Number: _____

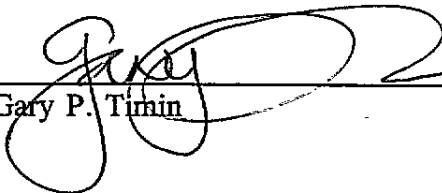


Jessica Jao Ferreri
MY COMMISSION # CC670705 EXPIRES
August 31, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

FRONTLINE INSURANCE MANAGERS INC.

ACCEPTANCE OF REGISTERED AGENT

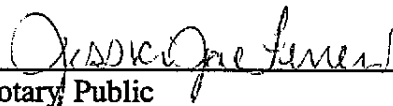
Having been named as registered agent and to accept service of process for Frontline Insurance Managers Inc.(formerly known as Statewide Insurance Company) at the place designated in its Amended and Restated Articles of Incorporation, the undersigned, Gary P. Timin, accepts such appointment and agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.



Gary P. Timin

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Acceptance of Registered Agent for Frontline Insurance Managers Inc. was acknowledged before me this 26 day of January, 1998, by Gary P. Timin, who is personally known to me or who has produced a driver's license as identification.



Notary Public
My Commission Expires:



Jessica Jae Ferreri
MY COMMISSION # CC670705 EXPIRES
August 31, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

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