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COBB COLE & BELL

131 N. GADSDEN STREET
TALLAHASSEE, FLORIDA 32301
TELEPHONE (904) 681-3233
TELECOPIER (904) 681-3241

INTERNET: SMALO@CCB.COM

September 19, 1997

THOMAS T. COBB
W. WARREN COLE, JR.
SAMUEL P. BELL III
JAY D. BOND, JR.
JONATHAN D. KANEY JR.
J. LESTER KANEY
C. ALLEN WATTS
LARRY D. MARSH
KEVIN K. CROWLEY
THOMAS S. HART
JANET E. MARTINEZ
SCOTT W. CICHON
ROBERT A. MERRELL III
CAROL A. FORTHMAN
GARY L. BUTLER
WILLIAM H. HUGHES III
STEVEN M. MALONO
BRUCE A. HANNA
ROBERT W. LLOYD
JOHN P. FERGUSON
BRIAN A. NEWMAN
JONATHAN D. KANEY III
DOUGLAS S. BELL
LEONARD MARINACCIO III
DAVID B. LOTZ

OF COUNSEL
PHILIP H. ELLIOTT, JR.
BARBARA J. STAROS
DONALD A. RETT

GOVERNMENTAL CONSULTANT
PAGE CARTER-SMITH

DAYTONA BEACH
150 MAGNOLIA AVENUE
POST OFFICE BOX 2491
DAYTONA BEACH, FLORIDA 32115
(904) 255-8171
TELECOPIER (904) 258-5088

Secretary of State
Division of Corporations
409 East Gaines Street
George Firestone Building
Tallahassee, Florida 32301

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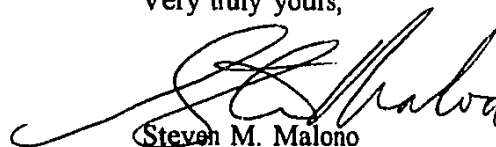
Re: Professional Protective Insurance Company;
Articles of Incorporation

Dear Sir/Madam:

Enclosed are original Articles of Incorporation for the above-referenced company which have been approved by the Department of Insurance. Please certify two copies of these Articles and provide two Certificates of Status. Attached to this request is a check in the amount of \$192.50 which represents filing fees required for the requested documentation.

If you have any questions, please do not hesitate to call.

Very truly yours,


Steven M. Malono

SMM:pm
enclosures

DMC
9/22/97

70.00 F.F.
122.50 (2) CC. + (2) CUS
192.50

FILED
97 SEP 22 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PROFESSIONAL PROTECTIVE INSURANCE COMPANY**

FILED
97 SEP 22 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a stock insurance corporation under Chapters 607 and 628, Florida Statutes, hereby adopt the following Articles of Incorporation.

ARTICLE I:

NAME

The name of the corporation shall be Professional Protective Insurance Company.

ARTICLE II:

PRINCIPAL OFFICES

The principal offices of the corporation shall be: 253 Corey Avenue, St. Pete Beach, Pinellas County, Florida 33706.

ARTICLE III:

PURPOSE

The purpose for which the corporation is formed is to transact Homeowners' Multi Peril and any other line of insurance it may subsequently become authorized to write pursuant to the laws of the United States and Florida.

ARTICLE IV:

DURATION

The duration of the corporation shall be perpetual.

ARTICLE V:

AUTHORIZED SHARES

The number of shares of common stock that this corporation is authorized to have outstanding at any one time is 10,000, with a par value of \$1.00. However, the corporation shall not conduct business until it has at least \$5 million dollars of surplus as to policyholders.

ARTICLE VI:

REGISTERED AGENT

The registered office of this corporation shall be located at 253 Corey Avenue, St. Pete Beach, Florida 33706, and the initial registered agent of this corporation at such office shall be Russell Denton, who, upon accepting this designation agrees to comply with the provision of section 48.091, *Florida Statutes*, as amended from time to time, with respect to keeping an office to receive service of process from the Treasurer and Insurance Commissioner of the State of Florida.

ARTICLE VII:

BOARD OF DIRECTORS

The corporation shall have five initial directors, the majority of whom are United States citizens, and all of whom are over the age of eighteen (18) years. The following individuals shall serve, for a term of not more than one year, as the initial directors of the corporation:

	<u>Name</u>	<u>Residence Address</u>
1.	Jeffrey Bay	2080 Melrose Drive Decatur, Illinois
2.	Russell Denton	173 Pine Street Lake Mary, Florida
3.	Lawrence P. Kuvin	2151 Hiatus Road Davie, Florida
4.	George Nenezian	7000 Aberdeen Way Miami Lakes, Florida
5.	Alan Lund	17363 SW 267 Lane Homestead, Florida

ARTICLE VIII:

INCORPORATORS

The name and residence address of the incorporators to these Articles of Incorporation are:

	<u>Name</u>	<u>Residence Address</u>
1.	Jeffrey Bay	2080 Melrose Drive Decatur, Illinois
2.	Russell Denton	173 Pine Street Lake Mary, Florida
3.	Lawrence P. Kuvin	2151 Hiatus Road Davie, Florida
4.	George Nenezian	7000 Aberdeen Way Miami Lakes, Florida
5.	Alan Lund	17363 SW 267 Lane Homestead, Florida

ARTICLE IX:

BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X:

AMENDMENTS

The corporation reserves the right to amend, alter, or repeal any provision in these Articles of Incorporation in the manner prescribed by Chapter 628, Florida Statutes, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the shareholders and approval by the Department of Insurance pursuant to section

628.101, Florida Statutes. Thereafter, every amendment shall be approved by the shareholders at a shareholders' meeting as provided in the by-laws and section 628.101, Florida Statutes.

The undersigned incorporators have executed these Articles of Incorporation this _____ day of _____, 1997.

Jeffrey Bay

Russell Denton

Lawrence P. Kuvin

George Nenezian

Alan Lund

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

SEP 8 1997

BY

[Signature]
Legal Division

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

628.101, Florida Statutes. Thereafter, every amendment shall be approved by the shareholders at a shareholders' meeting as provided in the by-laws and section 628.101, Florida Statutes.

The undersigned incorporators have executed these Articles of Incorporation this 18 day of September 1997.


Jeffrey Bay

Russell Denton

Lawrence P. Kuvin

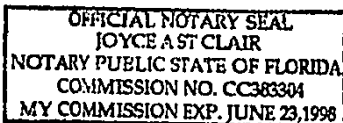
George Nenezian

Alan Lund

STATE OF FLORIDA
COUNTY OF Pine

The foregoing instrument was acknowledged before me this 18th day of September, 1997, by Jeffrey Bay who is personally known to me or who has produced _____ (type of identification) as identification and who did take an oath.

J. Mastclair
Notary
(seal)



Jeffrey Bay
Jeffrey Bay

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 1997, by Russell Denton who is personally known to me or who has produced _____ (type of identification) as identification and who did take an oath.

Russell Denton

Notary

(seal)

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 1997, by George Nenezian who is personally known to me or who has produced _____ (type of identification) as identification and who did take an oath.

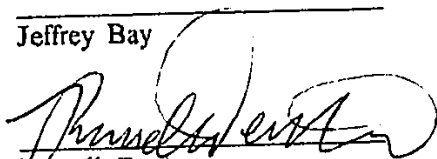
George Nenezian

Notary

628.101, Florida Statutes. Thereafter, every amendment shall be approved by the shareholders at a shareholders' meeting as provided in the by-laws and section 628.101, Florida Statutes.

The undersigned incorporators have executed these Articles of Incorporation this 18th day of Sept 1997.

Jeffrey Bay


Russell Denton

Lawrence P. Kuvn

George Nenezian

Alan Lund

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 1997, by Jeffrey Bay who is personally known to me or who has produced _____ (type of identification) as identification and who did take an oath.

Jeffrey Bay

Notary

(seal)

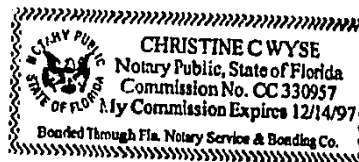
STATE OF FLORIDA
COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 18 day of September, 1997, by Russell Denton who is personally known to me or who has produced FL. License (type of identification) as identification and who did take an oath.

Christine C Wyse
Notary

(seal)

Russell Denton
Russell Denton



STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 1997, by George Nenezian who is personally known to me or who has produced _____ (type of identification) as identification and who did take an oath.

George Nenezian

Notary

628.101, Florida Statutes. Thereafter, every amendment shall be approved by the shareholders at a shareholders' meeting as provided in the by-laws and section 628.101, Florida Statutes.

18th The undersigned incorporators have executed these Articles of Incorporation this day of September, 1997.

Jeffrey Bay

Russell Denton



Lawrence P. Kuvir

George Nenezian

Alan Lund

628.101, Florida Statutes. Thereafter, every amendment shall be approved by the shareholders at a shareholders' meeting as provided in the by-laws and section 628.101, Florida Statutes.

The undersigned incorporators have executed these Articles of Incorporation this 18th day of September 1997.

Jeffrey Bay

Russell Denton

Lawrence P. Kuvin


George Nenezian

Alan Lund

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 1997, by Jeffrey Bay who is personally known to me or who has produced _____ (type of identification) as identification and who did take an oath.

Jeffrey Bay

Notary

(seal)

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 1997, by Russell Denton who is personally known to me or who has produced _____ (type of identification) as identification and who did take an oath.

Russell Denton

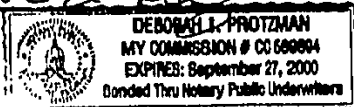
Notary

(seal)

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 18 day of September, 1997, by George Nenezian who is personally known to me or who has produced personally known (type of identification) as identification and who did take an oath.

Notary



George Nenezian

628.101, Florida Statutes. Thereafter, every amendment shall be approved by the shareholders at a shareholders' meeting as provided in the by-laws and section 628.101, Florida Statutes.

The undersigned incorporators have executed these Articles of Incorporation this 18th day of September 1997.

Jeffrey Bay

Russell Denton

Lawrence P. Kuvin

George Nenezian



Alan Lund

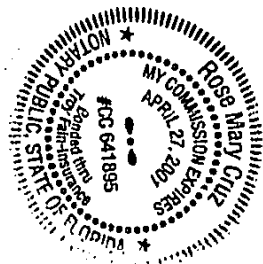
STATE OF FLORIDA
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 18th day of September, 1997 by Alan Lund who is personally known to me or who has produced Drivers License (type of identification) as identification and who did take an oath.

Alan Lund
Alan Lund

Rose Mary Cruz
Notary

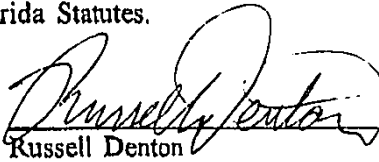
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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Russell Denton, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Russell Denton