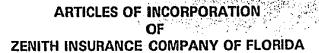
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The undersigned incorporators to these Articles of Incorporation, natural persons over the age of 18 years, competent to contract and the majority of whom are citizens of the United States of America, hereby form a stock insurer corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be Zenith Insurance Company Of Florida. The principal place of business of this corporation shall be 888 S.E. 3rd Avenue, Suite 500, Ft. Lauderdale, FL 33316, located in Broward County.

ARTICLE II. NATURE OF BUSINESS

The purpose of the corporation is to engage in every aspect of all lines of insurance.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is 20,000 shares of common stock having a par value of \$100.00 per share. The corporation shall not begin transacting business unless it achieves a capital and surplus of \$5 million.

ARTICLE IV. TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 888 S.E. 3rd Avenue, Suite 500, Ft. Lauderdale, Florida, 33316, and the initial registered agent of this Corporation at such office shall be Michael Camilleri, 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.

APPROVED
REURANOZ COMMESSIONER
AND TREASURER

SEP 28 1997

ARTICLE VI. DIRECTORS

The corporation shall have five directors initially, all of whom are United States citizens and all of whom are over the age of 18. The names and residence street addresses of the directors whose initial terms of office shall be for one year are:

Stanley R. Zax 21255 Califa Street Woodland Hills, CA 91367-5021

John J. Tickner 21255 Califa Street Woodland Hills, CA 91367-5021

James P. Ross 21255 Califa Street Woodland Hills, CA 91367-5021

Fredricka Taubitz 21255 Califa Street Woodland Hills, CA 91367-5021

Keith E. Trotman 21255 Califa Street Woodland Hills, CA 91367-5021

ARTICLE VII. INCORPORATORS

The names and residence street addresses of the incorporators, all of whom are over the age of 18 and all of whom are United States citizens are:

Stanley R. Zax 21255 Callfa Street Woodland Hills, CA 91367-5021 John J. Tickner 21255 Califa Street Woodland Hills, CA 91367-5021

James P. Ross 21255 Califa Street Woodland Hills, CA 91367-5021

Fredricka Taubitz 21255 Califa Street Woodland Hills, CA 91367-5021

Keith E. Trotman 21255 Califa Street Woodland Hills, CA 91367-5021

THE INCORPORATORS have hereunto set their hands and seals this 6th October **, 19**_97__.

FREDRICKA TAUBITZ

FREDRICKA TAUBITZ

FREDRICKA TAUBITZ

FREDRICKA TAUBITZ

KEITH E TROTMAN

STATE OF CALIFORNIA COUNTY OF LOS ANGELES

PERSONALLY APPEARED before me, Stanley R. Zax, who acknowledged executing the above Articles of Incorporation.

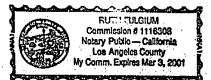


Notary Public
State of California
At Large

Μv	commission	expires:	3/3/2001
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STATE OF CALIFORNIA COUNTY OF LOS ANGELES

PERSONALLY APPEARED before me, John J. Tickner, who acknowledged executing the above Articles of Incorporation.



Notary Public
State of California
At Large

My commission expires: 3/3

3/3/2001

STATE OF CALIFORNIA COUNTY OF LOS ANGELES

PERSONALLY APPEARED before me, James P. Ross, who acknowledged executing the above Articles of Incorporation.

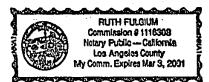
RUTH FULGIUM
Commission # 1118308
Notary Public — California
Loe Angeles County
My Comm. Expires Mar 3, 2001

Notary Public
State of California
At Large

My commission expires: 3/3/2001

STATE OF CALIFORNIA COUNTY OF LOS ANGELES

PERSONALLY APPEARED before me, Fredricka Taubitz, who acknowledged executing the above Articles of Incorporation.



Notary Public
State of California
At Large

SECRETAR CORPORATIONS
ON THE PRINCE OF THE P

My commission expires 3/3/2001

STATE OF CALIFORNIA COUNTY OF LOS ANGELES

PERSONALLY APPEARED before me, Keith E. Trotman, who acknowledged executing the above Articles of Incorporation.



Notary Public
State of California
At Large

My commission expires:

3/3/2001

ACCEPTANCE OF REGISTERED AGENT

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

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