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GOVERNMENTAL CONSULTANTS:
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PAT GRIFFITH O'CONNELL
E. CLINT SMAWLEY
GERALD C. WESTER
(*NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:
J. ANDREW KELLER, III, C.P.A.

December 12, 1997
REPLY TO: TALLAHASSEE

Department of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 323301

RE: Desoto Insurance Company

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, checks that total \$122.50 are enclosed which represent the following fees:

Filing Fee	\$ 35.00
Certified copy	\$ 52.50
Registered agent fee	\$ 35.00

Please file the original of the enclosed Articles of Incorporation and I will pick up the copies when they have been processed.

Sincerely,

Terri J. Jay
Assistant to Travis L. Miller

300002371273--7
-12/15/97--01003--001
*****70.00 *****70.00

300002371273--7
-12/15/97--01003--002
*****52.50 *****52.50

RECEIVED
DEC 12 PM 3:14
TALLAHASSEE, FLORIDA

FILED
97 DEC 12 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/tjj

12/15

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

ARTICLES OF INCORPORATION
OF
DESOTO INSURANCE COMPANY

DEC 12 1997

BY S. St-McGraw
Legal Division

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 insurance company under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Company shall be: DeSoto Insurance Company. The principal office is in Leon County, Florida. The street address and mailing address of the initial principal office is: 1415 East Piedmont Drive, Suite 2, Tallahassee FL 32308.

ARTICLE II - NATURE OF BUSINESS

The purpose of this Company is to engage in every aspect of property and casualty insurance as a special purpose homeowner insurance company licensed by the Department of Insurance pursuant to section 624.4071, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Company is authorized to issue is 100 shares of common stock having a par value of \$1.00 per share. The amount of paid-in capital and surplus with which this Company shall begin shall not be less than \$100.00 capital and \$9,999,900.00 surplus.

ARTICLE IV - TERM OF EXISTENCE

This Company shall exist perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be 1415 East Piedmont Drive, Suite 2, Tallahassee FL 32308, and the initial registered agent of this Company at such office shall be Robert L. Ricker, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes (1995), 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.

ARTICLE VI - DIRECTORS

This Company shall have five directors initially, the majority 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:

Keith S. Hynes
5 Pampas Lane
Smiths Parish
Bermuda FL05

William I. Riker
6 Pampas Road
Smiths Parish
Bermuda FL05

John D. Nichols, Jr.
35 Skyline Drive
Smiths Parish
Bermuda FL08

James N. Stanard
15 Ardsheal Drive
Paget
Bermuda PG06

Robert L. Ricker
1750 Marston Place
Tallahassee, FL 32312

ARTICLE VII - INCORPORATORS

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

Keith S. Hynes
5 Pampas Lane
Smiths Parish
Bermuda FL05

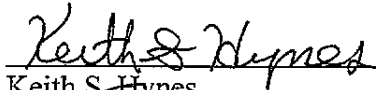
William I. Riker
6 Pampas Road
Smiths Parish
Bermuda FL05

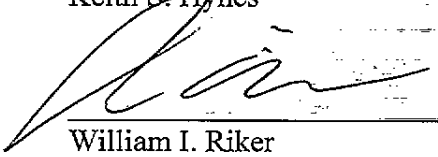
John D. Nichols, Jr.
35 Skyline Drive
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James N. Stanard
15 Ardsheal Drive
Paget
Bermuda PG06


Robert L. Ricker
1750 Marston Place
Tallahassee, FL 32312

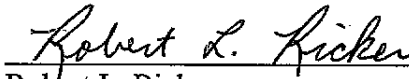
THE INCORPORATORS have hereunto set their hands and seals this 3rd day of Dec. 1997.


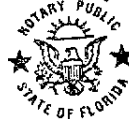

Keith S. Hynes


William I. Riker


John D. Nichols, Jr.


James N. Stanard


Robert L. Ricker


SARAH ELIZABETH SMITH
My Commission CC486894
Expires Aug. 08, 1999
Bonded by ANB
800-852-5878


ISLANDS
STATE OF BERMUDA
COUNTY OF HAMILTON
CITY

PERSONALLY APPEARED before me, JOHN D. NICHOLS who acknowledged
executing the above Articles of Incorporation of DeSoto Insurance
Company.

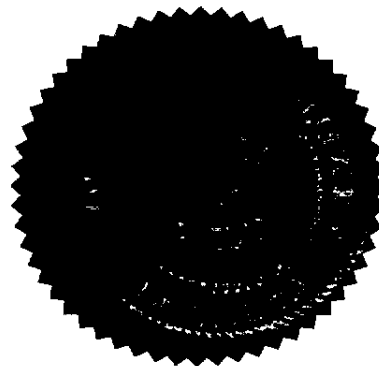
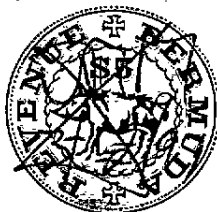
[Signature]

Notary Public

ISLANDS State of BERMUDA

My commission expires:

for life



ISLANDS
STATE OF BERMUDA
COUNTY OF HAMILTON
CITY

PERSONALLY APPEARED before me, WILLIAM I RIKER, who
acknowledged executing the above Articles of Incorporation of DeSoto
Insurance Company.

W. McDonald

Notary Public

ISLANDS State of BERMUDA

My commission expires:

for life



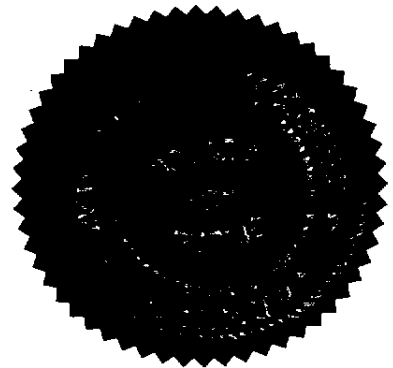
ISLANDS
STATE OF BERMUDA
City COUNTY OF HAMILTON

PERSONALLY APPEARED before me, JAMES .N. STANLEY who acknowledged
executing the above Articles of Incorporation of DeSoto Insurance
Company.

[Signature]

Notary Public
ISLANDS State of BERMUDA .

My commission expires:
for life



ISLANDS
STATE OF BERMUDA
COUNTY OF HAMILTON
CITY

PERSONALLY APPEARED before me, KEITH S HYNES who acknowledged
executing the above Articles of Incorporation of DeSoto Insurance
Company.

W McDonald

Notary Public

Islands State of BERMUDA

My commission expires:

for life

