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(\*NOT A MEMBER OF FLORIDA BAR)

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

February 10, 1998

Division of Corporations  
Department of State  
The Firestone Building  
Tallahassee, Florida 32399

Re: PPTF Merger Insurance Company- Incorporation

Dear Division of Corporations:

Enclosed please find articles of incorporation filed on behalf of PPTF Merger Insurance Company. Please provide two (2) certificates of status and two (2) certified copies of the articles of incorporation. A check in the amount of \$192.50 is enclosed for these documents and for the filing fee.

If you have any questions, please give me a call.

Sincerely,

*Travis L. Miller*  
Travis L. Miller

TLM/tj  
Enc.

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DIVISION OF CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

filing 70  
cc 105.00  
cus 17.50  
192.50

398A-7630

**APPROVED**  
INSURANCE COMMISSIONER  
AND TREASURER

FEB 8 1978

By QaB  
Legal Division

ARTICLES OF INCORPORATION  
OF  
~~PPTF~~ MERGER INSURANCE COMPANY

The undersigned incorporators, the majority of whom are United States citizens and each being natural persons over the age of eighteen (18) years and competent to contract, hereby form a stock insurance company under the laws of the State of Florida.

ARTICLE I  
NAME AND PLACE OF BUSINESS

The name of the corporation shall be PPTF MERGER INSURANCE COMPANY. The principal place of the business of the corporation shall be located in the County of Dade, State of Florida, at 2121 Ponce de Leon Boulevard, Suite 350, Coral Gables, Florida 33134. The corporation may establish and maintain the principal place of business at such other place within the State of Florida as may be determined by the Board of Directors.

ARTICLE II  
NATURE OF BUSINESS

The purposes of the corporation shall be to engage in every aspect of property and casualty insurance and in any other business allowed or permitted under the laws of the United States and the State of Florida.

ARTICLE III  
CAPITAL STOCK

The corporation is authorized to issue not more than 5,000,000 shares of common stock having a par value of one dollar (\$1.00) per share. The stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors. The corporation shall not begin transacting insurance until it achieves capital and surplus of \$5 million.

ARTICLE IV  
TERM OF EXISTENCE

The corporation shall have perpetual existence, unless sooner dissolved as provided for by the laws of the State of Florida.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be 2121 Ponce de Leon Boulevard, Suite 350, Coral Gables, Florida 33134, and the initial registered agent of the corporation at such office shall be Steven L. Salman, who upon accepting this designation agrees to comply with the provisions of section 48.091, Florida Statutes, as that section may be amended from time to time, with respect to keeping an office open and to receive service of process from the Treasurer and Insurance Commissioner of the State of Florida. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VI  
DIRECTORS

The corporation shall have five or more directors, the exact number of which shall be determined from time to time in accordance with the corporation's Bylaws. The names and residence addresses of the initial Board of Directors of the corporation, who shall hold office until the first annual meeting of the stockholders, which shall be held not later than one year from the date of incorporation, and until their successors have been duly elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Victor T. Adamo	1314 Dennison East Lansing, MI 48823
Annette E. Flood	310 N. Bridge Dewitt, MI 48820
R. Kevin Clinton	412 Oxford East Lansing, MI 48823
Steven L. Salman	12225 Vista Lane Miami, FL 33156
William D. Baxter	10626 N.E. 10th Court Miami Shores, FL 33138

In addition to the powers and authority herein or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject to the provisions of the laws of the State of Florida, these Articles of Incorporation, and the Bylaws of the corporation; provided, however, that no Bylaw hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such Bylaw had not been adopted.

ARTICLE VII  
INCORPORATORS

The names and residence street addresses of the incorporators, all of whom are over the age of eighteen (18) and the majority of whom are United States citizens are as follows:

<u>Name</u>	<u>Address</u>
Victor T. Adamo	1314 Dennison East Lansing, MI 48823
Annette E. Flood	310 N. Bridge Dewitt, MI 48820
R. Kevin Clinton	412 Oxford East Lansing, MI 48823
Steven L. Salman	12225 Vista Lane Miami, FL 33156
William D. Baxter	10626 N.E. 10th Court Miami Shores, FL 33138

ARTICLE VIII  
TRANSACTIONS INVOLVING OFFICERS AND DIRECTORS

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 AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, subject to applicable laws of the State of Florida, and all rights conferred upon stockholders are granted subject to this reservation.

[THIS SPACE INTENTIONALLY LEFT BLANK]

SIGNED by the incorporators this 6 day of FEBRUARY, 1998.

Victor T. Adamo  
Victor T. Adamo

Steven L. Salman  
Steven L. Salman

Annette E. Flood  
Annette E. Flood

William D. Baxter  
William D. Baxter

R. Kevin Clinton  
R. Kevin Clinton

STATE OF Florida  
COUNTY OF Leon

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authorities, Victor T. Adamo, Annette E. Flood, R. Kevin Clinton, Steven L. Salman and William D. Baxter, to me personally known or who have produced driver's licenses as identification and known to me to be the persons who executed the foregoing instrument and acknowledged before me that they 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 6 day of FEBRUARY, 1998.

Thomas S. Olsen  
Notary Public  
My Commission Expires: 3-19-2001  
Commission Number: AA 599 886  
CC 614582

DHP#1159625.1\108288-00002

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: PPTF MERGER  
Insurance Company

2. The name and address of the registered agent and office is:  
State Treasurer and Insurance Commissioner, The Capitol  
(P.O. BOX NOT ACCEPTABLE)  
Tallahassee, Florida 32399-0300  
(CITY/STATE/ZIP)

SIGNATURE [Signature]  
(corporate officer)

TITLE President

DATE 2/6/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

SIGNATURE State Treasurer and Insurance Commissioner

DATE 2/10/98

FILED  
FEB 10 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA