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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-05/22/98--01055--011
****131.25 ****131.25

SUBJECT: MEADOWBROOK OF FLORIDA, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: DOUGLAS YOUNG
Name (Printed or typed)

26600 TELEGRAPH ROAD, SUITE 300
Address

SOUTHFIELD, MI 48034
City, State & Zip

(248) 204-8033
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 22 PM 2:19

NOTE: Please provide the original and one copy of the articles.

5/27

REGISTERED AGENT CERTIFICATION

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Having been named as registered agent and to accept service of process for Meadowbrook of Florida, Inc. at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Harvey Robbins
Harvey Robbins
5/18/98
Date

SWORN TO AND SUBSCRIBED TO BEFORE ME on the 18th day of May, 1998.

Johanna Mitricas
Notary Public in and for
the State of _____

My commission expires: _____



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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act ("FBCA"), hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

Meadowbrook of Florida, Inc.

ARTICLE II

The principal place of business and mailing address of the corporation are as follows:

455 Fairway Drive
Suite 300
Deerfield Beach, FL 33441

ARTICLE III

The term of the corporate existence is perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is formed are as follows:

- To conduct a general insurance agency;
- To sell all manner and type of insurance policy;
- To solicit and receive applications for all kinds of insurance;
- To collect premiums and do all such business as may be delegated to insurance agents by insurance companies and underwriters;
- To sell, buy, mortgage, exchange, lease, hold for investment, and otherwise use and operate real estate of all kinds and any interest therein;
- To carry on all necessary transactions in connection with the purposes of this corporation as set forth; and
- To undertake, engage in, transact and carry on any and all kinds of lawful and legal contracting, mercantile, trading and commercial business and any and all kinds of business, incidental, relating, pertaining, necessary or proper to or connected with any one or all of the purposes or kinds heretofore mentioned.

ARTICLE V

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock at one dollar (\$1) par value. Each share is entitled to one vote on all matters submitted to the shareholders of the corporation, and each share shall have all of the same rights and preferences as each other share.

ARTICLE VI

The name and Florida street address of the initial registered agent are:

Mr. Harvey Robbins
7448 La Paz Place, #102
Boca Raton, FL 33433

ARTICLE VII

The names of the first officers of the corporation are as follows:

David J. Villari - President
Robert S. Cubbin - Executive Vice President
Joseph P. Henry - Executive Vice President
James R. Parry, Sr. - Executive Vice President
Cheryl Reno - Senior Vice President
Daniel G. Gibson - Vice President and Chief Financial Officer
Michael G. Costello - Vice President, General Counsel and Secretary
Lee Kelly - Vice President and Treasurer

ARTICLE VIII

The names of the first Board of Directors of the corporation are as follows:

Merton J. Segal
Robert S. Cubbin
Warren Gardner
James R. Parry
Joseph P. Henry
Lee Kelly
Cheryl Reno

ARTICLE IX

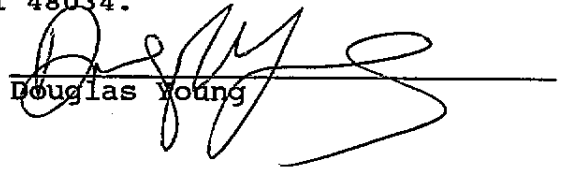
Any action required or permitted by the FBCA to be taken at an annual or special shareholders meeting may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or dissent from a proposal without a meeting, written consents signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, to its principal place of business, or to an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Prompt notice of the corporate action taken without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing.

ARTICLE X

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder of it, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in the manner that the court directs. If a majority in number representing $\frac{3}{4}$ in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders, and also on this corporation.

The name and address of the incorporator is: Douglas Young,
26600 Telegraph Road, Southfield, MI 48034.

Dated: May 13, 1998


Douglas Young