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June 5, 1998

State of Florida  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32399

Re: Articles of Incorporation  
Old Florida Insurance, Inc.

700002551267--7  
-06/08/98--01083--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

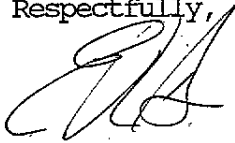
Gentlemen:

Please file the enclosed Articles of Incorporation and furnish to me a copy.

My check in the amount of \$70 for filing fees is enclosed.

Thank you.

Respectfully,



Edward R. Bryant, Jr.  
rca

FILED  
98 JUN -8 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JN 6-11-98

ARTICLES OF INCORPORATION  
OF  
OLD FLORIDA INSURANCE, INC.

FILED  
98 JUN -8 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, this day for the purpose of forming a corporation under the laws of the State of Florida do hereby adopt Articles of Incorporation as follows:

ARTICLE I - NAME

The name of this corporation shall be OLD FLORIDA INSURANCE, INC.

ARTICLE II - ADDRESS OF CORPORATE OFFICE

The address of the office of the corporation shall be 900 Sixth Avenue South, Suite 201, Naples, Florida 34102.

ARTICLE III - PURPOSE AND DURATION

This corporation is organized for the purpose of transacting any or all lawful business; and the period of its duration is perpetual.

ARTICLE IV - CAPITAL STOCK

This corporation shall be authorized to issue 1,000 shares of One Dollar and No/100 (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation shall be: Andrea Chiarelli, and the street address of the initial registered office of this corporation shall be 900 Sixth Avenue South, Suite 201, Florida 34102.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall initially have one (1) director. The number of directors may from time to time be either increased or decreased by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation are:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Andrea Chiarelli  
900 Sixth Avenue South, Suite 201  
Naples, Florida 34102

ARTICLE VIII - NO REMOVAL OF DIRECTORS

The shareholders shall not be entitled to remove any director from office without cause during his term.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Andrea Chiarelli  
900 Sixth Avenue South, Suite 201  
Naples, Florida 34102

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the Shareholders.

REGISTERED AGENT

I, THE UNDERSIGNED, having been named to accept service of process for the corporation at the place designated in this certificate, accept to act in this capacity and agree to comply with the provisions of the act relative to keeping the office open.



\_\_\_\_\_  
Andrea Chiarelli

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, on this 5 day of June, 1998.

INCORPORATOR:



\_\_\_\_\_  
Andrea Chiarelli