



BRIDGEFIELD

EMPLOYERS INSURANCE
COMPANY

V61619

September 18, 1997

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

200002299022--8
-09/22/97--01039-002
*****35.00 *****35.00

Re: Employers Safety Group Association, Inc.
Date of Incorporation: September 3, 1992
Document Number: V61619

Dear Sir:

Enclosed for filing, please find the "Restated Articles of Incorporation of the Employers Safety Group Association, Inc." to which is attached a Certificate pursuant to Florida Statute Section 602.1007. Also enclosed, please find Bridgefield Employers Insurance Company's (parent corporation of Employers Safety Group Association, Inc.) check in the amount of \$35.00 as your fee for this filing.

Thank you for your assistance in this matter. Confirmation of this filing would be appreciated.

Sincerely,

Thomas L. Clarke, Jr.
Secretary
Bridgefield Employers Insurance Company

TLC:jah

Enclosure

FILED
97 NOV 10 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED NOV 10 1997

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October 2, 1997

Ms. Thelma Lewis
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
Corporate Records
P. O. Box 6327
Tallahassee, FL 32314

Subject: Employers Safety Groups Association, Inc.
Ref. Number V61619
Letter Number 097A00047533

Dear Ms. Lewis:

Thank you for your letter of September 25, 1997 regarding the above (copy enclosed). Please find documents with dates of adoption and signing reflected thereon. Accordingly, I request that you file same at this time.

Thank you for your assistance in this matter.

Very truly yours,



Thomas L. Clarke, Jr.

TLCJr:djb

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 25, 1997

THOMAS L. CLARKE, JR., SECRETARY
BRIDGEFIELD EMPLOYERS INSURANCE COMPANY
P. O. DRAWER 988
LAKELAND, FL 33802-0988

SUBJECT: EMPLOYERS SAFETY GROUP ASSOCIATION, INC.
Ref. Number: V61619

We have received your document for EMPLOYERS SAFETY GROUP ASSOCIATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 097A00047533

**RESTATED ARTICLES OF INCORPORATION
OF THE
EMPLOYERS SAFETY GROUP ASSOCIATION, INC.**

FILED
97 NOV 10 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation pursuant to a Resolution adopted by its Board of Directors, hereby adopts the following Restated Articles of Incorporation:

ARTICLE I: NAME OF CORPORATION

The name of this corporation shall be Employers Safety Group Association, Inc. with a corporate address of 2310 A-Z Park Rd., Lakeland, Florida 33801.

ARTICLE II: DURATION

The existence of the corporation is to be perpetual unless dissolved according to law.

ARTICLE III: PURPOSE

The purpose for which the corporation is organized is to engage in any activity on business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV: CORPORATE STOCK

The number of shares of stock that this corporation shall have the authority to issue is 500 shares at a par value of \$1.00.

ARTICLE V: REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be 2310 A-Z Park Rd., Lakeland, Florida 33801, and the registered agent at that address shall be William B. Bull.

ARTICLE VI: NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than three persons or more than nine persons.

ARTICLE VII: NOMINATION AND ELECTION
OF DIRECTORS AND OFFICERS

Directors shall serve terms as specified in the Bylaws and may be nominated and elected for subsequent terms.

ARTICLE VIII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

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

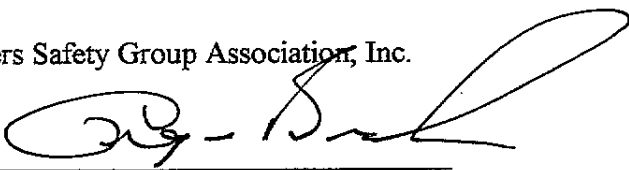
ARTICLE IX: BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

The foregoing Restated Articles of Incorporation restate and integrate the Articles of Incorporation and Amendments heretofore filed and also amends Article V and Article VII of the original Articles. Except as to these Amendments there is no discrepancy between the existing provisions and the provisions of these Restated Articles of Incorporation.

Employers Safety Group Association, Inc.

By _____


Greg C. Branch, President

These Restated Articles of Incorporation of the Employers Safety Group Association, Inc., were adopted on August 20, 1997, as reflected by the attached "Consent to Action" executed by all of the directors of the corporation.


**CONSENT TO ACTION
TAKEN IN LIEU OF SPECIAL MEETING
OF THE
EMPLOYERS SAFETY GROUP ASSOCIATION, INC.**

The undersigned, being all of the directors of the Employers Safety Group Association, Inc., do hereby unanimously consent to and ratify the action taken as set forth in the following resolution:

RESOLVED, that the Articles of Incorporation of the Employers Safety Group Association, Inc., shall be restated in the form of Exhibit A attached hereto to include therein an amendment to the original Articles changing from 100 to 500 the number of shares of stock that the corporation shall have the authority to issue.

The signing of this Consent by the undersigned shall constitute full ratification of the action taken as set forth in the foregoing Resolution.

This Consent dated on this the 20th day of August, 1997.



Greg C. Branch



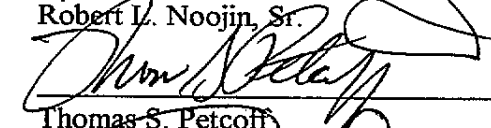
C. C. Dockery



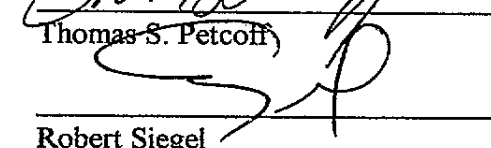
John A. Gray



Robert L. Noojin, Sr.



Thomas S. Petcoff



Robert Siegel

CERTIFICATE

In accordance with Florida Statutes Section 602.1007, it is certified that:

The Board of Directors adopted the Restated Articles and the Amendments to the Articles appearing in the Restatement were duly approved by the sole shareholder of the Corporation as confirmed below.

Dated this 30th day of August, 1997.

Employers Safety Group Assoc., Inc.


Greg C. Branch, President

Bridgefield Employers Insurance Co.,
sole shareholder of Employers Safety
Group Assoc., Inc.


William B. Bull, President