

REPORT ON EXAMINATION
OF
SOUTHERN FIDELITY INSURANCE
COMPANY, INC.
TALLAHASSEE, FLORIDA

AS OF
DECEMBER 31, 2007

BY THE
OFFICE OF INSURANCE REGULATION

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Tallahassee, Florida

September 4, 2008

Kevin M. McCarty
Commissioner
Office of Insurance Regulation
State of Florida
Tallahassee, Florida 32399-0326

Dear Sir:

Pursuant to your instructions, in compliance with Section 624.316, Florida Statutes, and in accordance with the practices and procedures promulgated by the National Association of Insurance Commissioners (NAIC), we have conducted an examination as of December 31, 2007, of the financial condition and corporate affairs of:

**SOUTHERN FIDELITY INSURANCE COMPANY, INC.
2255 KILLEARN CENTER BOULEVARD
TALLAHASSEE, FLORIDA 32309**

Hereinafter referred to as the "Company". Such report of examination is herewith respectfully submitted.

SCOPE OF EXAMINATION

This examination covered the period of January 1, 2007 through December 31, 2007. This is a second year examination of the Company. This examination commenced, with planning at the Florida Office of Insurance Regulation (Office), on June 30, 2008 to July 3, 2008. The fieldwork commenced on July 7, 2008, and was concluded as of September 5, 2008.

This financial examination was a statutory financial examination conducted in accordance with the NAIC Financial Condition Examiners Handbook (NAIC Handbook), Accounting Practices and Procedures Manual and Annual Statement Instructions promulgated by the NAIC as adopted by Rules 69O-137.001(4) and 69O-138.001, Florida Administrative Code, with due regard to the statutory requirements of the insurance laws and rules of the State of Florida.

The NAIC Handbook requires that the examination be planned and performed to evaluate the financial condition and identify prospective risks of the Company by obtaining information about the Company including corporate governance, identifying and assessing inherent risks within the Company, and evaluating system controls and procedures used to mitigate those risks. An examination also includes assessing the principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation and management's compliance with Statutory Accounting Principles and NAIC annual statement instructions when applicable to domestic state regulations.

All accounts and activities of the Company were considered in accordance with the risk-focused surveillance examination process.

The examination included a review of the corporate records and other selected records deemed pertinent to the Company's operations and practices. In addition, the NAIC IRIS ratio reports, the Company's independent audit reports and certain work papers prepared by the Company's independent certified public accountant (CPA) and other reports as considered necessary were reviewed and utilized where applicable within the scope of this examination.

This report of examination is confined to financial statements and comments on matters that involve departures from laws, regulations or rules, or which are deemed to require special explanation or description.

Status of Adverse Findings from Prior Examination

The following is a summary of significant adverse findings contained in the Office's prior examination report as of December 31, 2006, along with resulting action taken by the Company in connection therewith.

Line of Business

The Company had not written insurance coverage in the lines of business of Farmowners Multi-Peril, Commercial Multi-Peril or Mobile Home Multi-Peril in a calendar year and was not in compliance with Section 624.430, Florida Statutes. **Resolution:** The Company requested the removal of Farmowners Multi-peril and Mobile Home multi-peril lines of business, and the retention of the Commercial Multi-Peril line in a letter to the Office on June 16, 2008.

Conflict of Interest Procedure

The Company did not provide Conflict of Interest Statements for the year 2006 as required by the NAIC Handbook, adopted by Rule 69O-138.001, Florida Administrative Code. **Resolution:** The 2007 conflict of interest statements were reviewed during the course of the examination.

Accounts and Records

The original custodial agreement with SunTrust Bank executed in 2005, was not authorized by the Board. Also, the custodial agreement with SunTrust Bank did not include all of the required provisions of Rule 69O-143.042(2), (d), (e), (h) and (i), Florida Administrative Code.

Resolution: On August 10, 2006 the custodial agreement was amended. However, the amendment to the custodial agreement was not authorized by the President, the Chief Financial Officer or the Board of Directors of the Company. Rule 69O-143.042(2), Florida Administrative Code requires that any such agreement shall be in writing and shall be authorized by a resolution of the Board of Directors of the insurance company or of an authorized committee thereof.

HISTORY

General

The Company was incorporated under Florida law on March 15, 2005 and commenced business on April 7, 2005 as Southern Fidelity Insurance Company, Inc. The Company was a member of a holding company and the ultimate parent was Southern Fidelity Holding Company, LLC. At present, the Company is licensed to write Fire, Homeowners multi-peril, Farmowners multi-peril and Mobile Home multi-peril lines of business in Florida and was formed as a take-out company, which also sold policies in the voluntary market. The Company received regulatory approval during 2006 to participate in the Insurance Capital Build-Up Incentive Program. Under this program, the

Company received \$25 million in a surplus note with the State Board of Administration of Florida and matching funds for \$25 million contributed by investors.

The Company was party to the following three consent orders: Consent Order 79986-05-CO filed February 17, 2005 with the Office regarding the application for the issuance of a Certificate of Authority, Consent Order 81384-05, filed April 28, 2005 with the Office regarding the proposal to remove selected policies from Citizens Property Insurance Corporation (Citizens), and Consent Order No. 87386-06, filed September 1, 2006 with the Office regarding the acquisition of more than 5% of the outstanding units of Southern Fidelity Holding, LLC, which owned 100% of the Company.

The Company was authorized to transact the following insurance coverage in Florida on December 31, 2007:

Fire
Farmowners multi peril
Homeowners multi peril
Commercial multi peril
Mobile Home multi peril

The Company had not written nor removed the three lines of business as of December 31, 2007 and was not in compliance with Section 624.430, (1), Florida Statutes, which states that any insurer desiring to discontinue the writing of any one or multiple kinds or lines of insurance in this state shall give 90 days' notice in writing to the office setting forth its reasons for such action. Any insurer who does not write any premiums in a kind or line of insurance within a calendar year shall have that kind or line of insurance removed from its certificate of authority; however, such line of insurance shall be restored to the insurer's certificate upon the insurer demonstrating that it has available the expertise necessary and meets the other requirements of this code to write that lines of insurance.

Subsequent event:

The Company wrote a letter to the Office on June 16, 2008, requesting the removal of Farmowners multi-peril and Mobile Home multi-peril lines of business. The Company also requested the retention of Commercial multi-peril line of business in anticipation of it being written in 2008. The Office removed the requested two lines of business in a letter dated September 3, 2008.

The articles of incorporation and the bylaws were not amended during the period covered by this examination.

Capital Stock

As of December 31, 2007, the Company's capitalization was as follows:

Number of authorized common capital shares	20,000
Number of shares issued and outstanding	16,000
Total common capital stock	\$1,600,000
Par value per share	\$100

Control of the Company was maintained by its parent, Southern Fidelity Holding LLC, who owned 100% of the stock issued by the Company.

Profitability of Company

The following table shows the profitability trend (in dollars) of the Company for the period of examination, as reported in the filed annual statements.

	2007	2006
Premiums Earned	64,786,088	15,448,241
Net Underwriting Gain/(Loss)	860,256	(638,096)
Net Income	2,471,842	233,810
Total Assets	114,929,474	81,756,315
Total Liabilities	55,159,147	24,959,083
Surplus As Regards Policyholders	59,770,327	56,797,232

Dividends to Stockholders

The Company did not pay or declare any dividends during the period covered by this examination.

Management

The annual shareholder meeting for the election of directors was held in accordance with Sections 607.1601 and 628.231, Florida Statutes. Directors serving as of December 31, 2007, were:

Directors

Name and Location	Principal Occupation
Catherine Mashburn Amos Cumming, Georgia	Manager, Mashburn Farms
William Ronald Cox Bainbridge, Georgia	Consultant, Cox Funeral Home
Tracy Allen Dixon Bainbridge, Georgia	Banker, First National Bank of Decatur
John Adams Dowdy, Jr. Bainbridge, Georgia	Partner Dowdy & Whittaker, CPA
James Anthony Graganella Tallahassee, Florida	President, Southern Fidelity Insurance Company, Inc.
Charles Howard Keaton Marietta, Georgia	Retired
Keith Edward Martin Tallahassee, Florida	Treasurer, Southern Fidelity Insurance Company, Inc.
Ralph Powell, Jr. Bainbridge, Georgia	Insurance Executive, Tim Smith & Associates
Henry Coleman Satterfield, III Tallahassee, Florida	Engineer, City of Tallahassee
Timothy Lee Smith Bainbridge, Georgia	Insurance Executive, Tim Smith & Associates

Byron Hamelin Wells
Tallahassee, Florida

Insurance Executive, Southern Fidelity
Insurance Company, Inc.

Charles William Whittaker
Bainbridge, Georgia

Partner
Dowdy & Whittaker, CPA

The Board of Directors, in accordance with the Company's bylaws, appointed the following senior officers that were serving at December 31, 2007:

Senior Officers

Name	Title
James Anthony Graganella	President & CEO
Keith Edward Martin	Vice President & Treasurer
Kristie Beavers Mock	Secretary

Following are the principal internal board committees and their members as of December 31, 2007:

Audit Committee

John Adams Dowdy, Jr., Chairman
Tracy Allen Dixon
Henry Coleman Satterfield, III

The Company maintained an audit committee, as required by Section 624.424(8) (c), Florida Statutes. The audit committee members were free from any relationship that would interfere with the exercise of their judgment. In addition, selections of members were based on education and experience in the field of finance and accounting.

Conflict of Interest Procedure

The Company adopted a policy statement requiring annual disclosure of conflicts of interest in accordance with the NAIC Handbook.

Corporate Records

The recorded minutes of the shareholder, Board of Directors, and certain internal committees were reviewed for the period under examination. The recorded minutes of the Board adequately documented its meetings and approval of Company transactions and events in accordance with Section 607.1601, Florida Statutes, including the authorization of investments as required by Section 625.304, Florida Statutes.

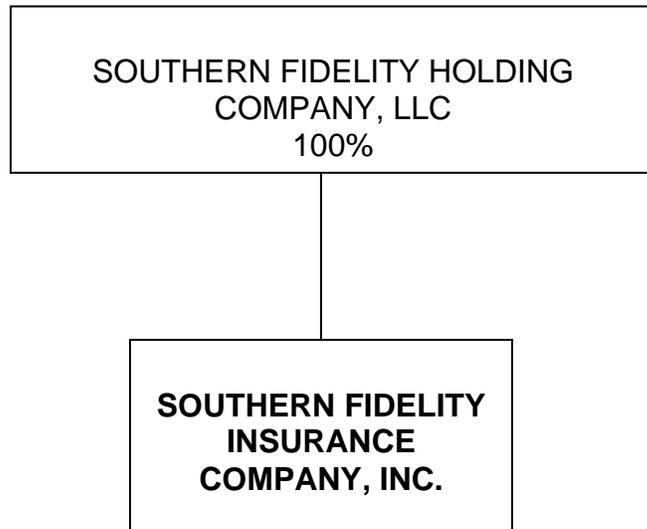
AFFILIATED COMPANIES

The Company was a member of an insurance holding company system as defined by Rule 69O-143.045(3), Florida Administrative Code. The latest holding company registration statement was filed with the State of Florida on September 27, 2007, as required by Section 628.801, Florida Statutes, and Rule 69O-143.046, Florida Administrative Code.

A simplified organizational chart as of December 31, 2007, reflecting the holding company system, is shown below. Schedule Y of the Company's 2007 Annual Statement provided a list of all related companies of the holding company group.

**SOUTHERN FIDELITY INSURANCE COMPANY, INC.
ORGANIZATIONAL CHART**

DECEMBER 31, 2007



The following agreements were in effect between the Company and its affiliates:

Tax Allocation Agreement

The Company, along with its parent, filed a consolidated federal income tax return. The tax allocation agreement was entered into on June 30, 2006. On December 31, 2007, the method of allocation between the Company and its parent was based on separate return calculations. Current credit for net losses was provided to the extent that 1) a consolidated liability exists, and 2) the loss of one company was utilized to offset the taxable income of the other company in the consolidated return filing. Resulting inter-company tax balances were settled in the first quarter of each year.

Managing General Agent Agreement

Effective February 18, 2005, the Company entered into a managing general agency agreement with Southern Fidelity Managing Agency, LLC (Agency). The Agency was affiliated by common ownership and common management. The Agency provided claims and policy administration services on behalf of the Company. For its services, the Agency received an MGA policy fee of \$25 per policy written by the Company and a commission of 31% of the gross earned premium of the Company.

The Agency audit report was obtained and no significant findings were noted in that report.

Management Agreement

The Company entered into a management agreement on February 22, 2005 with Preferred Managing Agency, Inc. (Preferred), a party related by common management, whereby Preferred

provided assistance in the information and development of policies and procedures of the Company.

FIDELITY BOND AND OTHER INSURANCE

The Company maintained fidelity bond coverage up to \$1,000,000 with a deductible of \$25,000, which adequately covered the suggested minimum amount of coverage for the Company as recommended by the NAIC.

The Company also maintained a financial institution bond and an insurance company professional liability policy.

PENSION, STOCK OWNERSHIP AND INSURANCE PLANS

The Company had no pension, stock ownership, or insurance plans as of December 31, 2007.

STATUTORY DEPOSITS

The following securities were deposited with the State of Florida as required by Section 624.411, Florida Statutes:

State	Description	Book Value	Fair Value
FL	CD, 2.4%, 3/16/2009	<u>\$ 300,000</u>	<u>\$ 300,000</u>
TOTAL FLORIDA DEPOSITS		<u>\$ 300,000</u>	<u>\$ 300,000</u>
LA	Cash	\$ 20,168	\$ 20,168
SC	FNMA, 4.625%, 12/15/09	<u>1,628,028</u>	<u>1,631,504</u>
TOTAL OTHER DEPOSITS		<u>\$1,648,196</u>	<u>\$1,651,672</u>
TOTAL SPECIAL DEPOSITS		<u><u>\$1,948,196</u></u>	<u><u>\$1,951,672</u></u>

INSURANCE PRODUCTS

Territory

The Company was authorized to transact insurance in Florida, Louisiana and South Carolina.

Treatment of Policyholders

The Company established procedures for handling written complaints in accordance with Section 626.9541(1)(j), Florida Statutes.

The Company maintained a claims procedure manual that included detailed procedures for handling each type of claim in accordance with Section 626.9541(i)3a, Florida Statutes.

REINSURANCE

The reinsurance agreements reviewed complied with NAIC standards with respect to the standard insolvency clause, arbitration clause, transfer of risk, reporting and settlement information deadlines.

Assumed

The Company did not assume policies during 2007 from Citizens as a result of the Company's participation in the Insurance Capital Build-Up Incentive Program by the State Board of Administration of Florida.

Ceded

The Company ceded risk on an excess of loss basis to various authorized and unauthorized reinsurers as listed on Schedule F, Part 3 of the Annual Statement. The primary authorized reinsurers were Everest Reinsurance Corporation and various Syndicates of Lloyd's. The

primary unauthorized reinsurers were Ariel Reinsurance Company Ltd., Renaissance Reinsurance Ltd., Montpelier Reinsurance Ltd., DaVinci Reinsurance Ltd. and New Castle Insurance Company, Ltd. The Company participated in the Florida Hurricane Catastrophe Fund. The reinsurance contracts were reviewed by the Company's appointed actuary and were utilized in determining the ultimate loss opinion. The Company used an intermediary, Benfield, Inc.

ACCOUNTS AND RECORDS

The Company maintained its principal operational offices in Tallahassee, Florida, where this examination was conducted.

An independent CPA audited the Company's statutory basis financial statements annually for the years 2006 and 2007, in accordance with Section 624.424(8), Florida Statutes. Supporting work papers were prepared by the CPA as required by Rule 69O-137.002, Florida Administrative Code.

The Company's accounting records were maintained on a computerized system. The Company's balance sheet accounts were verified with the line items of the annual statement submitted to the Office.

The Company and non-affiliates had the following agreements:

Custodial Agreement

The Company had a custodial agreement with Branch Banking and Trust. The agreement was not in compliance with the requirements of Rule 69O-143.042, (d), (e), (h) and (n), Florida Administrative Code. Additionally, the custodial agreement was not authorized by a resolution of the Board of Directors or an authorized Committee.

Subsequent Event: The Company's custodial agreement with Branch Banking and Trust was amended prior to the completion of the examination and was in compliance with Rule 69O – 143.042, Florida Administrative Code.

The original custodial agreement with SunTrust Bank executed in 2005, was not authorized by the Board. Also, the initial custodial agreement with SunTrust Bank did not include all of the required provisions of Rule 69O-143.042(2), (d), (e), (h) and (i), Florida Administrative Code. On August 10, 2006 the custodial agreement was amended. However, the amendment to the custodial agreement was not authorized by the President, the Chief Financial Officer or the Board of Directors of the Company. Rule 69O-143.042(2), Florida Administrative Code, requires that any such agreement shall be in writing and shall be authorized by a resolution of the Board of Directors of the insurance company or of an authorized committee thereof.

Independent Auditor Agreement

The Company had an agreement with Thomas Howell Ferguson, PA to perform an audit of its statutory financial statements for the years 2006 and 2007.

FINANCIAL STATEMENTS PER EXAMINATION

The following pages contain financial statements showing the Company's financial position as of December 31, 2007, and the results of its operations for the year then ended as determined by this examination. There were no adjustments made as a result of the examination.

SOUTHERN FIDELITY INSURANCE COMPANY, INC.
Assets

DECEMBER 31, 2007

	Per Company	Examination Adjustments	Per Examination
Bonds	\$53,967,959		\$53,967,959
Real estate	5,434,209		5,434,209
Cash	51,581,272		51,581,272
Investment income due & accrued	526,815		526,815
Premiums and considerations:			
Uncollected premium	322,691		322,691
Deferred premium	381,039		381,039
Reinsurance recoverable	152,739		152,739
Net deferred tax asset	1,689,742		1,689,742
Aggregate write-in for other than invested assets	873,008		873,008
Totals	\$114,929,474	\$0	\$114,929,474

SOUTHERN FIDELITY INSURANCE COMPANY, INC.
Liabilities, Surplus and Other Funds

DECEMBER 31, 2007

	Per Company	Examination Adjustments	Per Examination
Losses	\$17,440,388		\$17,440,388
Loss adjustment expenses	1,206,471		1,206,471
Commissions payable	386,829		386,829
Other expenses	47,974		47,974
Taxes, licenses and fees	1,876,901		1,876,901
Current federal income taxes	58,923		58,923
Unearned premium	20,873,214		20,873,214
Advance premium	2,060,423		2,060,423
Ceded reinsurance premiums payable	10,381,919		10,381,919
Funds held under reinsurance treaties	101,628		101,628
Amounts withheld	222,731		222,731
Provision for reinsurance	345,000		345,000
Aggregate write-ins for liabilities	156,746		156,746
Total Liabilities	\$55,159,147	\$0	\$55,159,147
Common capital stock	\$1,600,000		\$1,600,000
Surplus notes	25,000,000		25,000,000
Gross paid in and contributed surplus	30,900,000		30,900,000
Unassigned funds (surplus)	2,270,327		2,270,327
Surplus as regards policyholders	59,770,327		59,770,327
Total liabilities, surplus and other funds	\$114,929,474	\$0	\$114,929,474

SOUTHERN FIDELITY INSURANCE COMPANY, INC.
Statement of Income

DECEMBER 31, 2007

Underwriting Income	
Premiums earned	\$64,786,088
Deductions:	
Losses incurred	\$30,750,400
Loss expenses incurred	2,059,219
Other underwriting expenses incurred	31,116,213
Total underwriting deductions	<u>\$63,925,832</u>
Net underwriting gain or (loss)	\$860,256
Investment Income	
Net investment income earned	\$4,365,007
Net realized capital gains or (losses)	0
Net investment gain or (loss)	<u>\$4,365,007</u>
Other Income	
Net gain or (loss) from agents' or premium balances charged off	(\$20,445)
Finance and service charges not included in premiums	133,749
Total other income	\$113,304
Net income before dividends to policyholders and before federal & foreign income taxes	\$5,338,567
Dividends to policyholders	0
Net Income, after dividends to policyholders, but before federal & foreign income taxes	<u>\$5,338,567</u>
Federal & foreign income taxes	2,866,725
Net Income	<u>\$2,471,842</u>
Capital and Surplus Account	
Surplus as regards policyholders, December 31 prior year	\$56,797,232
Net Income	\$2,471,842
Change in net deferred income tax	887,778
Change in non-admitted assets	(41,525)
Change in provision for reinsurance	(345,000)
Examination Adjustment	0
Change in surplus as regards policyholders for the year	<u>\$2,973,095</u>
Surplus as regards policyholders, December 31 current year	<u><u>\$59,770,327</u></u>

COMMENTS ON FINANCIAL STATEMENTS

Liabilities

Losses and Loss Adjustment Expenses	<u>\$18,646,859</u>
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An outside actuarial firm appointed by the Board of Directors, rendered an opinion that the amounts carried in the balance sheet as of December 31, 2007, make a reasonable provision for all unpaid loss and loss expense obligations of the Company under the terms of its policies and agreements.

Actuarial Review

The Office contracted with independent actuaries, INS Services, Inc., to perform an actuarial review. The independent actuary reported that the recorded December 31, 2007 reserves made reasonable provisions for the gross and net unpaid loss and loss adjustment expenses, and were in compliance with Section 625.041(1) and Section 625.101, Florida Statutes.

Capital and Surplus

The amount reported by the Company of \$59,770,327, exceeded the minimum of \$4,000,000 required by Section 624.408, Florida Statutes.

A Comparative analysis of changes in surplus is shown below.

**SOUTHERN FIDELITY INSURANCE COMPANY, INC.
COMPARATIVE ANALYSIS OF CHANGES IN SURPLUS**

DECEMBER 31, 2007

The following is a reconciliation of Surplus as regards policyholders between that reported by the Company and as determined by the examination.

Surplus as regards policyholders December 31, 2007, per annual statement	\$59,770,327
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	<u>PER COMPANY</u>	<u>PER EXAM</u>	<u>INCREASE (DECREASE) IN SURPLUS</u>
ASSETS:			
No adjustments.			\$0
LIABILITIES:			
No adjustments.			\$0
Net Change in Surplus:			0
Surplus as regards policyholders December 31, 2007, per examination			\$59,770,327

SUMMARY OF FINDINGS

Compliance with previous directives

The Company has taken the necessary actions to comply with the comments made in the 2006 examination report issued by the Office, with the exception of one finding.

The custodial agreement with SunTrust Bank amended on August 10, 2006, was not authorized by the Board. Rule 69O-143.042(2), Florida Administrative Code, requires that the agreement shall be authorized by a resolution of the Board of Directors of the insurance company or of an authorized committee. **We recommend that the amended custodial agreement with SunTrust Bank be authorized by the Board of Directors and recorded in the minutes of the meeting of the Board of Directors.**

Current examination comments and corrective action

The following is a brief summary of items of interest and corrective action to be taken by the Company regarding findings in the examination as of December 31, 2007:

The amendment to the custodial agreement with Branch Banking and Trust was not authorized in accordance with Rule 69O-143.042 (2), Florida Administrative Code. **We recommend that the custodial agreement comply with Rule 69O-143.042 (2), Florida Administrative Code, which requires that the agreement shall be authorized by a resolution of the Board of Directors or an authorized committee. The authorization should be documented in the minutes of the Board of Directors.**

CONCLUSION

The insurance examination practices and procedures as promulgated by the NAIC have been followed in ascertaining the financial condition of **Southern Fidelity Insurance Company, Inc.** as of December 31, 2007, consistent with the insurance laws of the State of Florida.

Per examination findings, the Company's Surplus as regards policyholders was \$59,770,327, in compliance with Section 624.408, Florida Statutes.

In addition to the undersigned, Barry C. Armstrong, CFE, CPA, Michael F. Hampton, CPA, CFE, DABFA, CFE, CPM, and Greg Taylor, CFE, of Insurance Regulatory Services, Inc. and Maurice Fuller, Financial Examiner/Analyst II participated in the examination. We also recognize Michael W. Morro, ACAS, MAAA and James R. Neidermyer, FCAS, MAAA of INS Services, Inc., for participation in the examination.

Respectfully submitted,

James D. Collins
Reinsurance/Financial Specialist
Florida Office of Insurance Regulation