

AVATAR

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June 12, 2002

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VIA FEDERAL EXPRESS

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

FILED
-02 JUN 19 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Puritan Agency of Florida, Inc. /
Prominent Property and Casualty Insurance Agency, Inc.

Gentlemen:

Enclosed for filing are Articles of Amendment and Restatement of Certificate of Incorporation of Puritan Agency of Florida, Inc., which include the change of name from Puritan Agency of Florida, Inc. to Prominent Property and Casualty Insurance Agency, Inc. Also enclosed is our check in the amount of \$52.50 in payment of the filing fee (\$35.00), the fee to provide a certified copy of our filing (\$8.75), and for a certificate of status (\$8.75).

Thank you for your courtesy and expeditious handling of this matter.

Very truly yours,

AVATAR HOLDINGS INC.

Juanita I. Kerrigan

Juanita I. Kerrigan
Vice President and Secretary

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AUTHORITY BY PHONE TO
CORRECT STATE TO 607/007
DATE 6/24/02
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Enclosures
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Restated Art.

**ARTICLES OF AMENDMENT AND RESTATEMENT OF
CERTIFICATE OF INCORPORATION OF
PURITAN AGENCY OF FLORIDA INC.**

FILED

02 JUN 19 PM 12:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation") does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is Prominent Property and Casualty Insurance Agency, Inc. (f/k/a Puritan Agency of Florida Inc.).
2. The text of the Restated Articles of Incorporation of the Corporation, as further amended hereby, is annexed hereto and made a part hereof.

CERTIFICATE

It is hereby certified that:

1. The annexed restatement (Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the Corporation requiring shareholder approval.
2. Articles I through IX of the Articles of Incorporation of the Corporation are hereby amended or deleted so as henceforth to read as set forth in the Restated Articles of Incorporation annexed hereto and made a part hereof.
3. The date of adoption of the aforesaid amendments was June 10, 2002.
4. Only one voting group of shareholders was entitled to vote on the said amendments and restatement.
5. The number of votes cast for the said amendments and restatement by the said voting group of shareholders was sufficient for the approval thereof.

Executed on June 10, 2002.

PROMINENT PROPERTY AND CASUALTY
INSURANCE AGENCY, INC. (f/k/a
PURITAN AGENCY OF FLORIDA INC.)

By: 
Dennis J. Getman, Executive Vice President

**RESTATED ARTICLES OF INCORPORATION OF
PURITAN AGENCY OF FLORIDA INC.**

Pursuant to the provisions of §607.1007, Florida Statutes, this Florida profit corporation adopts the following Restated Articles of Incorporation:

I

The name of this corporation is:

PROMINENT PROPERTY AND CASUALTY INSURANCE AGENCY, INC.

The registered office address and the principal office address are:

201 Alhambra Circle, Coral Gables, Florida 33134

II

The corporation shall have a perpetual existence.

III

The general nature of the business to be transacted by this corporation shall be as follows:

- (a) To act as Agent for any person, firm or corporation; and to do such business as may be delegated to agents by such person, firms, or corporations, including that of operating as an agency or brokerage for the sale of insurance contracts.
- (b) To transact any or all lawful business for which corporations may be incorporated under this Chapter.

IV

The amount of authorized capital stock of this Corporation shall be Fifty (50) shares of Common Stock of One Hundred Dollars (\$100.00) par value, all to be issued fully paid and exempt from assessment.

V

The place of business and principal office of this Corporation shall be in Miami-Dade County, Florida, and it may have such other places of business in the State of Florida as the nature and progress of the business of the Corporation shall from time to time render necessary or desirable.

VI

The business of the Corporation shall be conducted by a Board of Directors, which shall consist of not less than three members, as the same may be provided for by the By-laws of the Corporation, and who need not be stockholders.

Executed on June 10, 2002.

PROMINENT PROPERTY AND CASUALTY
INSURANCE AGENCY, INC. (f/k/a
PURITAN AGENCY OF FLORIDA INC.)

By: *Dennis J. Getman*
Dennis J. Getman Executive Vice President

Attest: *Juanita I. Kerrigan*
Juanita I. Kerrigan, Secretary

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared DENNIS J. GETMAN and JUANITA I. KERRIGAN, each to me known to be the person who executed the foregoing Articles of Incorporation of PURITAN AGENCY OF FLORIDA INC., and they acknowledged before me that they executed the same for the purposes therein expressed.

SWORN TO and subscribed before me this 10th day of June, 2002.

My Commission Expires:

Gloria P. Alfonso
NOTARY PUBLIC, State of Florida at Large

