

Division of Corporations

384294

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BASIC AMENDMENT  
APPCO FINANCE CORPORATION

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*Amended & Restated*

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 16, 1999

APPCO FINANCE CORPORATION  
3915 BISCAYNE BLVD., 3RD FLR  
MIAMI, FL 33137

SUBJECT: APPCO FINANCE CORPORATION  
REF: 384294

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Darlene Connell  
Corporate Specialist

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**CERTIFICATE OF THE  
SECRETARY  
APPCO FINANCE CORPORATION**

Pursuant to the provisions of §607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

- (a) The Amended and Restated Articles of Incorporation of **Appco Finance Corporation** (the "Corporation") attached hereto contain amendments to the Corporation's Articles of Incorporation that require shareholder approval.
- (b) The Corporation has one class of capital stock outstanding and the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation were duly adopted by the holders of the Corporation's outstanding capital stock by written consent on the 22 day of September, 1999, pursuant to §607.0704 of the Florida Business Corporation Act. The number of votes cast by the shareholders was sufficient for approval.

**APPCO FINANCE CORPORATION**

By: Juan A. Lopez  
Juan A. Lopez, Secretary

FAX AUDIT NUMBER:  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
APPCO FINANCE CORPORATION**

Appco Finance Corporation hereby amends and restates its Articles of Incorporation as follows:

**ARTICLE I  
NAME**

The name of this corporation is **APPCO FINANCE CORPORATION**.

**ARTICLE II  
DURATION**

The period of duration of this corporation shall be perpetual.

**ARTICLE III  
NATURE OF BUSINESS**

The corporation is organized for the purpose of financing insurance premiums and for the purpose of transacting any or all lawful business which may be transacted by an insurance premium finance company under the laws of the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of Common Stock having no par value per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have preemptive rights to subscribe to the corporation's securities.

**ARTICLE V  
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the corporation in the State of Florida is 3915 Biscayne Blvd., Miami, Florida, 33137 and the name of the registered agent of this corporation at that address is Guy M. Junger.

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**ARTICLE VI  
BOARD OF DIRECTORS**

The business of the corporation shall be managed and controlled by a Board of Directors consisting of five (5) natural persons who shall be elected annually by the shareholders and shall serve until their successor is elected and qualified, or until they resign or are removed as provided in the ByLaws of the corporation. This number may be increased or decreased from time to time by amendment to the ByLaws, but in no event shall be less than three (3) nor more than twenty-one (21).

**ARTICLE VII  
BYLAWS**

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

**ARTICLE VIII  
INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE IX  
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF the corporation has caused these amended and restated Articles of Incorporation to be executed this 9/22 day of September, 1999.

APPCO FINANCE CORPORATION

By: Juan A. Lopez  
Juan A. Lopez, Secretary

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**CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT  
OF  
APPCO FINANCE CORPORATION**

Pursuant to Fla. Stat. §607.0501, the undersigned, having been named registered agent of **APPCO FINANCE CORPORATION**, hereby accepts such appointment and agrees to comply with the provisions of the Florida Corporation Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 22 day of September, 1999.

By: Guy M. Junger  
Guy M. Junger, Esquire