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PICK-UP WAIT MAIL

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TALLAHASSEE, FLORIDA

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NOV - 4 2009
D. A. WHITE

75-1924260
86/FL/IR/V
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COVER LETTER

2007 NOV -2 A 8: 18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: New Filing Section
Division of Corporations

SUBJECT: Sovereign Insurance Group, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Niki Walters
(Name of Person)

Insurance Licensing Services of America, Inc
(Firm/Company)

111 N. Railroad
(Address)

Groesbeck, TX 76642
(City/State and Zip code)

For further information concerning this matter, please call:

Niki Walters at (254) 729-6109
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

[Handwritten notes and signatures]

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Sovereign Insurance Group, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. TX 3. 75-1924260
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/05/1983 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 14860 Montfort Drive, Suite 150 Dallas, TX 75254
(Principal office address)

14860 Montfort Drive, Suite 150 Dallas, TX 75254
(Current mailing address)

8. Non-Resident Insurance Agency for Profit
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

William M. Edrington
(Registered agent's signature)

William M. Edrington, Authorized Representative

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: None

Address: _____

Vice Chairman: None

Address: _____

Director: None

Address: _____

Director: None

Address: _____

B. OFFICERS

President: Michael T. Sterlacci

Address: 5326 Bent Tree Drive Dallas, TX 75248

Vice President: Randall R. Renz

Address: 17429 Marianne Circle Dallas, TX 75252

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Director or Officer listed in number 12 of the application)

14. Michael T. Sterlacci
(Typed or printed name and capacity of person signing application)

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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

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Office of the Secretary of State 2009 NOV -2 A 8: 18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA.

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for SOVEREIGN INSURANCE GROUP, INC. (file number 68149400), a Domestic For-Profit Corporation, was filed in this office on December 05, 1983.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on October 07, 2009.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA.

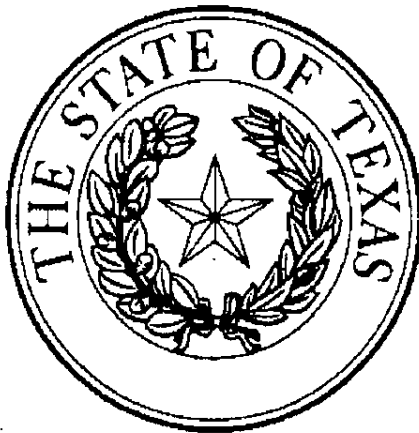
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

SOVEREIGN INSURANCE GROUP, INC.
Filing Number: 68149400

Articles Of Amendment
Articles Of Amendment
Articles of Amendment

December 21, 1987
August 28, 1998
March 13, 2009

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on October 07, 2009.



A handwritten signature in black ink, appearing to read "Hope Andrade".


Hope Andrade
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555
Prepared by: SOS-WEB

Fax: (512) 463-5709
TID: 10266

Dial: 7-1-1 for Relay Services
Document: 278732950003

| | | |
|--|--|---|
| Form 404 (revised 9/05) |  Articles of Amendment Pursuant to Article 4.04, Texas Business Corporation Act | This space reserved for office use. <p style="text-align: center;">FILED In the Office of the Secretary of State of Texas</p> <p style="text-align: center;">MAR 13 2009</p> <p style="text-align: center;">Corporations Section</p> |
| Return in duplicate to: Secretary of State P.O. Box 13697 Austin, TX 78711-3697 512 463-5555 FAX: 512/463-5709 Filing Fee: \$150 | | |

Article 1 –Name

The name of the corporation is as set forth below:

Sovereign Insurance Group, Inc.

State the name of the entity as it is currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name in Article 1.

The filing number issued to the corporation by the secretary of state is: 0068149400

Article 2—Amended Name

(If the purpose of the articles of amendment is to change the name of the corporation, then use the following statement)

The amendment changes the articles of incorporation to change the article that names the corporation. The article in the Articles of Incorporation is amended to read as follows:

The name of the corporation is (state the new name of the corporation below)

The name of the entity must contain an organizational designation or accepted abbreviation of such term. The name must not be the same as, deceptively similar to, or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

Article 3 –Amendment to Registered Agent/Registered Office

The amendment changes the articles of incorporation to change the article stating the registered agent and the registered office address of the corporation. The article is amended to read as follows:

Registered Agent of the Corporation
 (Complete either A or B, but not both. Also complete C.)

A. The registered agent is an organization (cannot be corporation named above) by the name of:

OR

B. The registered agent is an individual resident of the state whose name is set forth below.

| First Name | MI | Last Name | Suffix |
|------------|----|-----------|--------|
| Michael | T. | Sterlacci | |

Registered Office of the Corporation (Cannot be a P.O. Box.)

C. The business address of the registered agent and the registered office address is:

| Street Address | City | State | Zip Code |
|---------------------------------|--------|-------|----------|
| 14860 Montfort Drive, Suite 150 | Dallas | TX | 75254 |

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 TALLAHASSEE, FLORIDA

Article 4 – Other Altered, Added, or Deleted Provisions

Other changes or additions to the articles of incorporation may be made in the space provided below. If the space provided is insufficient to meet your needs, you may incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

Delete Bradley Williams as a Director. He resigned 03/31/2007

Change the contact Address for Randy Renz to be : 14860 Montfort Drive, Ste. 150
Dallas, Tx 75254

Add For Randy Renz, the titles are Director, CFO, Corporate Secretary

Add the following as Officers:
Add Jennifer J. Duncan as Executive Vice President: Address 14860 Montfort Drive, Ste.
150 Dallas, Texas 75254

Add Christopher P. Kunze as Vice President Sales: Address 14860 Montfort Drive Ste. 150
Dallas, Texas 75254

Article 5—Statement of Approval

The amendments to the articles of incorporation have been approved in the manner required by the Texas Business Corporation Act and by the constituent documents of the corporation.

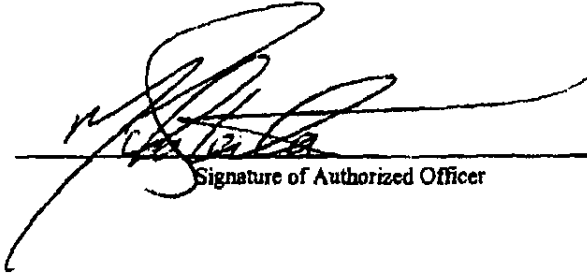
Effectiveness of Filing

- A. This document will become effective when the document is filed by the secretary of state.
OR
B. This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is _____

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a false or fraudulent document.

3/13/2009
Date



Signature of Authorized Officer

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SECRETARY OF STATE
TULSA, OKLAHOMA

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In the Office of the
Secretary of State of Texas
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ADENDUM No. ONE

2039 Corporations Section 8:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

McCAFFREY-SIEGEL, INC.

BY RESOLUTION of the Shareholders adopted at a Special Meeting of Shareholders held at the office of the corporation, 12655 No. Central Expressway, Dallas, Texas at 10 A. M., December 4, 1987, at which all Two Thousand (2000) shares outstanding and entitled to vote were cast in favor, were amended as follows:

1. "ARTICLE ONE - The name of the corporation is McCaffrey-Siegel, INC." is hereby deleted.
2. In lieu and replacement thereof Article One shall hereafter read "ARTICLE ONE - The name of the corporation is THE MACSON AGENCY, INC."

IN WITNESS WHEREOF, I have hereunto set my hand this

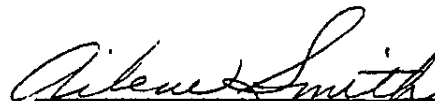
18th Day of December, 1987.


Paul A. McCaffrey, President
Sole Director & Shareholder

SUBSCRIBED, SWORN TO, AND ACKNOWLEDGED before me this

18th Day of December, 1987, to which witness my hand

and seal of office.


Notary Public in and for
The State of Texas

My commission expires:

3-31-89

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE MACSOM AGENCY, INC.**

FILED
in the Office of the
Secretary of State of Texas
AUG 28 1998
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation whereby the name of the Corporation is changed.

ARTICLE ONE

The name of the Corporation is **THE MACSOM AGENCY, INC.**

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on August 19, 1998.

ARTICLES OF AMENDMENT

Article I of the Articles of Incorporation is hereby amended so as to read in its entirety as follows:

The name of the Corporation is "Sovereign Insurance Group, Inc."

ARTICLE THREE


The shares of the Corporation outstanding at the time of such adoption were 1,000 shares of common stock, all of which were entitled to vote thereon.

ARTICLE FOUR

The holders of all of the outstanding shares of common stock of the Corporation and entitled to vote on said amendment have signed a consent in writing adopting such amendment.

DATED: August 28, 1998

THE MACSOM AGENCY, INC

By 
Dale VanLoh
Its Authorized Officer

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TALLAHASSEE FLORIDA

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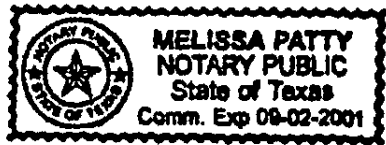
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COUNTY OF TEXAS §

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Notary Public does hereby certify on this 27th day of August, 1998, personally appeared before me Dale VanLoh, who by me duly sworn, declared he is the authorized officer of The Macsom Agency, Inc. and acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.



Melissa Patty
Notary Public

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