

MORAN & SHAMS, P.A.
ATTORNEYS AT LAW

H 31891

April 10, 2000

FILED
00 APR 11 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAVID E. ACKLEY
CRISTINA ARECHAGA
LAWRENCE H. HABER
JAMES F. KIDD
CLINTON C. LYONS, JR.
BRIAN J. MORAN
THOMAS P. MORAN
YUVORA NONG
JENNIFER EDEN RILEY
MAURICE SHAMS
SIDNEY H. SHAMS
OF COUNSEL
SCOTT E. JOHNSON

VIA FEDERAL EXPRESS

Secretary of State
Corporate Division
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Insurance Office of America, Inc.

000003204650--0
-04/11/00--01132--011
*****43.75 *****43.75

Dear Sir/Madam:

Please find enclosed in duplicate the Amended and Restated Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$43.75 to cover the costs of filing these Amended Articles and obtaining a certified copy of same. We have also attached a copy of the Certificate of Corporate Resolution for this corporation.

If the above is in order, please file the Articles and forward to us a certified copy thereof. If there is anything which is not in order, please call us collect.

Sincerely yours,

June M. Comas

June M. Comas
Legal Assistant

*Amend + Restate
4-26-00
PRT*

jmc
Enclosures

Enclosures

MORAN & SHAMS, P.A.
ATTORNEYS AT LAW

DAVID E. ACKLEY

CRISTINA ARECHAGA

LAWRENCE H. HABER

JAMES F. KIDD

CLINTON C. LYONS, JR.

BRIAN J. MORAN

THOMAS P. MORAN

YUVORA NONG

JENNIFER EDEN RAILEY

MAURICE SHAMS

SIDNEY H. SHAMS

OF COUNSEL

SCOTT E. JOHNSON

April 24, 2000

VIA FEDERAL EXPRESS

Mr. Doug Spitler
Document Specialist
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Ref. Number H31891
Insurance Office of America, Inc.

Dear Mr. Spitler:

Pursuant to my secretary's conversation with you this morning, enclosed please find the corrected Amended and Restated Articles of Incorporation regarding the above-captioned corporation as well as the Certificate of Corporate Resolution for the corporation. We have removed the word "initial" as it pertained to registered agent and the Board of Directors and have indicated that Mr. Scalise is executing these documents as "Secretary/Treasurer" and not as "Subscriber."

Please file these documents and return the certified copy to us at your earliest convenience. If you have any other questions regarding these documents, please call me collect.

Thank you for your assistance in this matter.

Sincerely yours,


Thomas P. Moran

TPM/jmc
Enclosures

PO BOX 472 ORLANDO, FL 32802-0472
111 N. ORANGE, AVE. SUITE 1200 ORLANDO, FL 32801
PH. 407-841-4141 FX. 407-841-4148
MORAN-SHAMS@MORAN-SHAM.COM



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RECEIVED

APR 24 2000

April 20, 2000

MORAN & SHAMS

MORAN & SHAMS, P.A.
ATTN: JUNE E. COMAS
P.O. BOX 472
ORLANDO, FL 32802-0472

SUBJECT: INSURANCE OFFICE OF AMERICA, INC.
Ref. Number: H31891

We have received your document for INSURANCE OFFICE OF AMERICA, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 100A00021867

CERTIFICATE OF
CORPORATE RESOLUTION
FOR
INSURANCE OFFICE OF AMERICA, INC.

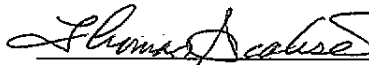
FILED

00 APR 11 AM 10:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the Secretary/Treasurer of INSURANCE OFFICE OF AMERICA, INC., hereby certifies that the attached is a true and correct copy of the Amended and Restated Articles of Incorporation of Insurance Office of America, Inc. duly adopted at a meeting of the Shareholders and Directors held in accordance with the Bylaws of the Corporation and that such Amended and Restated Articles of Incorporation should be filed immediately with the Secretary of State of the State of Florida.

WITNESS my hand and seal this 31st day of January, 2000.


Thomas Scalise, Secretary

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
INSURANCE OFFICE OF AMERICA, INC.

ARTICLE I. - NAME

The name of this corporation is INSURANCE OFFICE OF AMERICA, INC.

ARTICLE II. - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III. - PURPOSE

This corporation is organized for the following purposes:

1. To operate a business engaged as Independent General Insurance Agency engaged in sales and services of insurance products of insurance companies to the general public.
2. To transact any and all lawful business.

ARTICLE IV. - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V. - CAPITAL STOCK

- A. This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which shall be designated "common shares."
- B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. - PRINCIPAL OFFICE AND REGISTERED AGENT AND OFFICE

The street address of the principal office of this corporation is 150 North Westmonte Drive, Altamonte Springs, Florida 32716 and the name of the registered agent of this corporation is Thomas P. Moran, Esquire, whose address is 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801.

ARTICLE VII. - BOARD OF DIRECTORS

This corporation shall have not less than one (1) nor more than eleven (11) directors. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than fifteen. The names of the directors of this corporation are:

John Ritenour	Dave Maki
Mark Manfre	Vern Duenow
Tom Scalise	Rick Dalrymple
David Lodwick	

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these amended and restated articles is:

Thomas Scalise
Insurance Office of America, Inc.
150 North Westmonte Drive
Altamonte Springs, Florida 32716

ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE X. - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

ARTICLE XI. - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XII. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. - CONTRACTS

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation, shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation is a party or are parties to, or are interested in such contract, act or association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may be in anyway interested.

Secretary/Treasurer

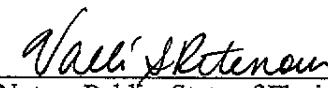
IN WITNESS WHEREOF, the undersigned ~~secretary~~ has executed these Articles of Incorporation this 31 day of JANUARY, 2000.

 (SEAL)
Thomas Scalise, Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared THOMAS SCALISE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 31 day of JANUARY, 2000.


Notary Public, State of Florida
My Commission Expires: **VALLI S. RITENOUR**
Notary Public, State of Florida
My comm. expires Sept. 6, 2000
Comm. No. CC 573934
Bonded thru OLD REPUBLIC