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SEITLIN BENEFITS CORPORATION

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**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**SEITLIN BENEFITS CORPORATION**

(a Florida corporation)

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, Chapter 607, Florida Statutes (as the same may be amended from time to time, the "FBCA"), the Articles of Incorporation of SEITLIN BENEFITS CORPORATION, a corporation organized and existing under the laws of the State of Florida, the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida (the "Department") on February 19, 1974 (under the original name of the Corporation), as the same have been amended to date, are hereby amended and restated in their entirety as follows:

**ARTICLE I - NAME**

The name of the Corporation is SEITLIN BENEFITS CORPORATION (hereinafter called the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE AND REGISTERED AGENT**

The street and mailing address of the current principal place of business and registered office of the Corporation is 6700 North Andrews Avenue, Suite 300, Ft. Lauderdale, FL 33309; such principal place of business of the Corporation may be relocated to such address and city within or without the State of Florida as may be designated by the Board of Directors of the Corporation (the "Board of Directors") from time to time. The name and address of the Corporation's registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Amended and Restated Articles of Incorporation, is M. Stephen Jackman, located at 6700 North Andrews Avenue, Suite 300, Ft. Lauderdale, FL 33309.

**ARTICLE III - PURPOSE**

The Corporation may engage in any lawful act, activity or business for which corporations may be organized under the FBCA.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is five hundred thousand (500,000) shares of Common Stock, par value \$0.002 per share (the "Common Stock").

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**A. Common Stock.**

The shares of Common Stock shall have the following rights, preferences and limitations:

1. General. All shares of Common Stock shall be identical and shall entitle the holder(s) thereof to the same powers, preferences, qualifications, limitations, privileges and other rights as provided under the FBCA (except as expressly provided under these Amended and Restated Articles of Incorporation).

2. Voting Rights. Each holder of record of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, or submitted for action by written consent, for each share of Common Stock standing in such holder's name on the books of the Corporation.

3. No Cumulative Voting or Preemptive Rights. Except as expressly provided by resolution(s) duly adopted by the Board of Directors, (i) shareholders of the Corporation shall not have the right to cumulate their votes in the election of directors or otherwise, and (ii) no shareholder of the Corporation shall have, by reason of its holding shares of the Corporation, any preemptive or preferential rights to purchase or subscribe for any unissued shares or treasury shares of the Corporation, or any rights, warrants, options or securities convertible into or exchangeable for any such shares of the Corporation.

4. Dividends. Subject to provisions of law and these Amended and Restated Articles of Incorporation, the holders of Common Stock shall be entitled to receive dividends and distributions, whether in the form of cash, securities, property or otherwise (or any combination thereof), out of funds legally available therefor and otherwise as permitted under the FBCA, at such times and in such amounts as the Board of Directors may determine in its sole discretion.

5. Liquidation. Subject to provisions of law and these Amended and Restated Articles of Incorporation, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provision for payment of all debts and liabilities of the Corporation, the holders of Common Stock shall be entitled to share ratably in the remaining net assets of the Corporation available for distribution.

**B. Options, Warrants & Rights.**

The Corporation may issue options, warrants and rights for or regarding the purchase of shares of the Corporation, and may issue securities which are convertible into or exchangeable for shares of the Corporation. The Board of Directors, in its sole discretion, shall determine the terms and conditions on which such options, warrants, rights or securities are issued, their form and content and the consideration for which, and terms and conditions upon which, the shares are to be issued.

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**ARTICLE V - BOARD OF DIRECTORS**

The Board of Directors shall consist of not fewer than two (2) or more than five (5) members. The number of directors constituting the Board, within these limits, may be fixed, and increased or decreased, from time to time as provided in the Bylaws of the Corporation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Members of the Board of Directors must be natural persons who are at least 18 years of age but need not be residents of Florida or shareholders of the Corporation.

**ARTICLE VI - BOARD ACTION BY WRITTEN CONSENT**

Any action required or permitted to be taken at a meeting of the Board of Directors (or of a committee of the Board of Directors) may be taken without a meeting, without prior notice and without a vote if the action is taken by the written consent of all members of the Board of Directors (or of such committee of the Board of Directors). The action must be evidenced by one or more written consents describing the action taken and signed by each director (or committee member), which consent(s) shall be filed in the official minute books of the Corporation in which proceedings of meetings of the Board of Directors are recorded. Any action taken by written consent under this Article VI shall be deemed effective when the last director signs the consent, unless the consent specifies otherwise, and shall have the same effect as a meeting vote and may be described as such in any document.

**ARTICLE VII - CALL OF SPECIAL SHAREHOLDERS MEETING**

Except as otherwise required by law or by or pursuant to these Amended and Restated Articles of Incorporation, the Corporation shall not be required to call or hold a special meeting of shareholders of the Corporation unless (in addition to any other requirement(s) of applicable law or elsewhere in these Amended and Restated Articles of Incorporation) (i) the holders of outstanding Common Stock having in the aggregate not less than twenty five per cent (25%) of all the votes entitled to be cast on any issue proposed to be considered at the special meeting sign, date and deliver to the Corporation's Secretary one or more written demands for the special meeting describing the purpose or purposes for which it is to be held; or (ii) the meeting is called by (a) the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, (b) the Corporation's Chairman of the Board of Directors or Chief Executive Officer, or (c) the Corporation's Secretary upon the written request of any two or more members of the Board of Directors. Only business within the purpose or purposes described in the special meeting notice as required under the applicable provisions of the FBCA may be conducted at a special shareholders' meeting.

**ARTICLE VIII - SHAREHOLDER ACTION BY WRITTEN CONSENT**

Any action required or permitted to be taken at any annual or special meeting of shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote if such action is taken by the written consent of the holders of the outstanding shares of the Corporation entitled to vote on such action having not less than the minimum number of votes necessary to authorize or take such action at a meeting at which all shares

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entitled to vote thereon were present and voted. In order to be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes entitled to vote thereon in order to approve the applicable action by the shareholders, and delivered to the Secretary, the President or such other officer or agent of the Corporation having custody of the official books of the Corporation in which proceedings of meetings of the shareholders are recorded (the "Shareholder Minute Books"). Whenever action is taken pursuant to this Article VIII, the written consent(s) of shareholders, or the written certificate of the Secretary or report(s) of inspectors who may be appointed to tabulate shareholder consents, shall be filed in the Shareholder Minute Books. No written consent of shareholders shall be effective to take the corporate action referred to therein unless, within 60 days of the date of the earliest dated consent delivered in the manner provided in this Article VIII, written consents signed by the holders of the number of shares required to take action are delivered to the Corporation by delivery as required in this Article VIII. Within ten (10) days after obtaining such authorization by written consent of shareholders, notice must be given to those shareholders who have not consented in writing or who are not entitled to vote on the action, which notice shall comply with the requirements of the FBCA. Any action taken by written consent under this Article VIII shall have the effect of a meeting vote and may be described as such in any document. The Bylaws of the Corporation may include rules, procedures and provisions applicable to action(s) by written consent of shareholders not inconsistent with this Article VIII.

#### **ARTICLE IX - LIMITATION OF LIABILITY**

To the fullest extent permitted under the FBCA and other applicable law, no member of the Board of Directors of the Corporation is or shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to or in respect of any statement, vote, decision, action or failure to vote, decide or take action by a director or the Board of Directors, unless the breach or failure to perform his or her duties as a director is proven to satisfy the standards set forth in Section 706.0831 of the FBCA (as the same exists or may hereafter be amended). To the fullest extent permitted under the FBCA and other applicable law, and without limiting the preceding sentence in this Article IX, a member of the Board of Directors shall not be or be held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with the applicable general standards for directors as provided under Section 607.0830 of the FBCA (as the same exists or may hereafter be amended). Notwithstanding the foregoing, if the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article IX shall not adversely affect any right, protection or limitation of liability of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

#### **ARTICLE X - INDEMNIFICATION & INSURANCE**

The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall

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continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors, administrators and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors, administrators or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. Such indemnification shall be authorized if such director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. The right to indemnification conferred by this Article X shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of the final disposition of such proceeding upon the Corporation's receipt of an undertaking by or on behalf of the director or officer to repay such amounts if it shall ultimately be determined and found that he or she is not entitled to be indemnified by the Corporation pursuant to this Article X.

The Corporation may, to the extent authorized from time to time in or pursuant to the Corporation's Bylaws or otherwise by resolution of the Board of Directors, provide rights to indemnification and/or to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article X to directors and officers of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article X shall not be exclusive of any other right(s) which any person may have or hereafter acquire under these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this Article X shall not adversely affect any rights to indemnification and/or to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

The Corporation shall have the power and authority to purchase and maintain insurance (including, without limitation, errors and omissions insurance) on behalf of and for the benefit of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability or expenses asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability or expenses under the provisions of this Article X.

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The Bylaws of the Corporation may include rules, procedures and provisions applicable to indemnification, advancement of expenses and insurance matters not inconsistent with this Article X. The terms "expenses", "liability", "proceeding" and "serving at the request of the corporation" as used herein shall be construed broadly and shall have the meanings ascribed to such terms under Section 607.0850 of the FBCA (as the same exists or may hereafter be amended).

#### **ARTICLE XI - BYLAWS; BYLAW AMENDMENTS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, each of the Board of Directors and the shareholders of the Corporation is expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the applicable laws of the State of Florida or with these Amended and Restated Articles of Incorporation. The Bylaws of the Corporation may contain any rule, procedure or provision regarding managing the business or regulating the affairs of the Corporation not inconsistent with the applicable laws of the State of Florida or with these Amended and Restated Articles of Incorporation. For the shareholders to make, alter, amend or repeal the Bylaws of the Corporation in any respect, such action (in addition to any other vote required under applicable law or elsewhere in these Amended and Restated Articles of Incorporation) must be approved by the affirmative vote of the holders of a majority of the outstanding shares entitled to vote thereon. The Corporation's Board of Directors may freely alter, amend or repeal the Bylaws of the Corporation unless (a) these Amended and Restated Articles of Incorporation or the FBCA (as the same exists or may hereafter be amended) reserves the power to alter, amend or repeal the Bylaws generally or a particular Bylaw provision exclusively to the shareholders, or (b) the shareholders of the Corporation, in altering, amending or repealing the Bylaws generally or a particular Bylaw provision, provide expressly that the Board of Directors may not alter, amend or repeal the Bylaws or that particular Bylaw provision. The Corporation reserves the right to alter, amend or repeal the Bylaws of the Corporation (or any provision thereof or amendment thereto) in the manner provided in the FBCA (as the same exists or may hereafter be amended) or these Amended and Restated Articles of Incorporation, and any and all rights conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XII - ARTICLES' AMENDMENTS; RESERVATION OF RIGHTS**

The Corporation reserves the right to alter, amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment thereto, in the manner provided in the FBCA (as the same exists or may hereafter be amended), and any and all rights conferred upon the shareholders is subject to this reservation.

\* \* \* \* \*

This amendment and restatement of the Articles of Incorporation of the Corporation (i) has been duly authorized and approved by the requisite vote or consent of the shareholders of the Corporation as required under and pursuant to Sections 607.1007 and 607.1003 of the FBCA, and (ii) supersedes and replaces in its entirety the original Articles of Incorporation of the Corporation and all amendments thereto effected prior to the date hereof.

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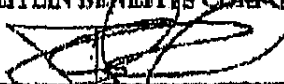
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IN WITNESS WHEREOF, the undersigned, by and on behalf of this Corporation and for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, have executed these Amended and Restated Articles of Incorporation as of this 7<sup>th</sup> day of October, 2011.

SEITLIN BENEFITS CORPORATION



By: Thomas M. Cornish  
Its: Chief Executive Officer



By: M. Stephen Taskman  
Its: Secretary



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**ARTICLES OF RESTATEMENT****REGARDING THE  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION****OF****SEITLIN BENEFITS CORPORATION**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OCT 10 PM 2:38

FILED

**SEITLIN BENEFITS CORPORATION**, a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (Chapter 607, Florida Statutes), for the purpose of filing its *Amended and Restated Articles of Incorporation* with the Department of State of the State of Florida that:

1. The name of the Corporation is **SEITLIN BENEFITS CORPORATION**.
2. The Corporation's Articles of Incorporation were initially filed with the Department of State of the State of Florida on February 19, 1974 (and were assigned Document Number 443593), and were amended by (i) Amendment to Articles of Incorporation filed on June 4, 1974, (ii) Amendment to Articles of Incorporation filed on September 22, 1976, (iii) Articles of Amendment filed on May 20, 1999, (iv) Articles of Amendment filed on February 22, 2007, (v) Articles of Amendment filed on July 30, 2008, and (vi) Articles of Amendment filed on March 5, 2010.
3. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain various amendments to the Corporation's *Articles of Incorporation* (as amended to date), all as set forth in full in the attachment hereto.
4. The Amendment and Restatement hereby made to the Articles of Incorporation of the Corporation by the Restated Articles required shareholder approval and was duly approved and adopted by the vote or consent of the holders of not less than a majority of the voting power of the outstanding shares of the Corporation as of the 7<sup>th</sup> day of October, 2011, pursuant to Sections 607.1003 and 607.1007 and other applicable provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"). The number of votes cast was sufficient for approval of the Amended and Restated Articles of Incorporation under the applicable provisions of the FBCA.

[signatures on following page]

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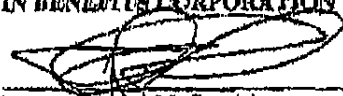
RESERVATIONS TPH

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Restatement  
on of the 7<sup>th</sup> day of October, 2011.

SETTLIN BENEFITS CORPORATION

By:

  
Name: Thomas M. Cornish  
Its: Chief Executive Officer

By:

  
Name: M. Stephen Jackson  
Its: Secretary

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**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

**OF**

**SEITLIN BENEFITS CORPORATION**

The undersigned, M. Stephen Jackman, whose business address is 6700 North Andrews Avenue, Ste. 300, Ft. Lauderdale, FL 33309, hereby accepts appointment as the registered agent of **SEITLIN BENEFITS CORPORATION**, a Florida corporation, and is familiar with and accepts the obligations provided for in Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
M. Stephen Jackman  
Registered Agent

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