

558758

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

USA Insurance Group, Inc.

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Walk-In _____ Will Pick Up _____

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ☒ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

FILED
98 APR 17 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 APR 17 PM 2:33
OFFICE OF THE CLERK

**ARTICLES OF AMENDMENT TO AND
RESTATEMENT OF ARTICLES OF INCORPORATION OF
USA INSURANCE GROUP, INC.**

98 APR 17 PM 2:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1002 and 607.1007 of the Florida Statutes, the undersigned corporation, USA Insurance Group, Inc., formerly named Rodes-Roper-Love Insurance Agency, Inc., hereby adopts the following Articles of Amendment to its Articles of Incorporation as an amendment to and restatement of the original Articles of Incorporation filed with the Florida Department of State on the 2nd day of February, 1978, as amended pursuant to the Certificate of Amendment to the Articles of Incorporation filed with the Florida Department of State on the 25th day of June, 1981, and a Certificate of Amendment to Articles of Incorporation and a Restatement of Articles of Incorporation both filed with the Florida Department of State on the 1st day of December, 1988.

ARTICLE A - NAME

The name of the corporation is USA INSURANCE GROUP, INC. (hereinafter referred to as the "Corporation").

ARTICLE B - ADOPTION AND TEXT OF AMENDMENTS

All of the directors of the Corporation approved a resolution amending and restating the Articles of Incorporation by written consent dated 16th day of April, 1998, in accordance with the provisions of Section 607.0821 of the Florida Statutes. Shareholders owning a majority of the shares entitled to vote on the amendment to and restatement of the Articles of Incorporation, pursuant to Section 607.1003 of the Florida Statutes, approved the resolution amending and restating the Articles of Incorporation by written consent dated the 16th day of April, 1998, in accordance with the provisions of Section 607.0704 of the Florida Statutes, and the number of votes consenting to the amendment to and restatement of the Articles of Incorporation was sufficient for approval of said amendment. The following is a true and correct copy of the resolution amending and restating the Articles of Incorporation:

RESOLVED, that the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE I - NAME

The name of the Corporation shall be USA INSURANCE GROUP, INC., and its business shall be conducted in the United States and its possessions and in all foreign countries wherever necessary or convenient.

ARTICLE II - DURATION

This Corporation shall exist perpetually.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 930 South Harbor City Boulevard, Melbourne, Florida 32901.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ten million (10,000,000), of which two million five hundred thousand (2,500,000) shares one cent (\$0.01) par value shall be shares of Class A common stock ("Class A Common Shares") and seven million five hundred thousand (7,500,000) shares one cent (\$0.01) par value shall be shares of Class B common stock ("Class B Common Shares").

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Section 1. General. Except as hereafter expressly set forth in this Article or as otherwise required by applicable law, the Class A Common Shares and the Class B Common Shares shall

have identical express terms in all respects and shall be deemed a single class of Capital Stock for all purposes.

Section 2. Voting Rights. Except as otherwise provided by applicable law, at every meeting of the shareholders, every holder of common shares, regardless of class, shall be entitled to one vote, in person or by proxy, for each common share standing in the name of such shareholder on the books of the Corporation, on each matter on which the shareholders are entitled to vote. Except solely for those matters as to which holders of Class A Common Shares or Class B Common Shares, respectively, expressly are entitled to vote as a class under the provisions of this Article V, as amended from time to time, the holders of Class A Common Shares and Class B Common Shares shall vote as a single class on all matters.

No shareholder shall have the right to vote cumulatively in the election of directors.

Section 3. Dividends; Stock Splits; Etc. The holders of common shares shall be entitled to receive, if, as, and when declared by the directors in accordance with applicable law and the provisions of these Articles of Incorporation, as amended from time to time, out of any funds legally available therefor, cash and property dividends in an equal amount per share without distinction as to class. No dividend payable in common shares or of any other class of capital stock of the Corporation ("Dividend Stock") may be declared or paid on either class of common shares unless such Dividend Stock is declared and paid as a dividend to holders of the other class of common shares in the same amount per share, except that, if the Dividend Stock consists solely of common shares, then the directors shall declare and pay such share dividends in the form of Class A Common Shares solely to holders of Class A Common Shares and in the form of Class B Common Shares solely to holders of Class B Common Shares, such that the holders of each class of common shares shall receive the same number of shares of Dividend Stock per common share.

If the shares of a class of common shares are split, combined or changed into a different number of shares of that class of that class of common shares, then the shares of the other class of common shares also shall be split, combined or changed into a different number of shares of such other class of common shares in the same proportion per share as the shares of the former class of common shares.

Section 4. Liquidation. The holders of the Class A Common Shares and the holders of Class B Common Shares shall be entitled to participate pro rata at the same rate per share of each class of common shares in all distributions to the holders of common shares in any liquidation, dissolution or winding up of the Corporation.

Section 5. Rights to Elect Directors.

(a) For so long as any Class A Common Share shall be outstanding, the Board of Directors shall consist of seven (7) members each to be elected for a term ending at the next annual meeting of shareholders and his successor being elected and qualified. The holders of the Class A Common Shares, voting separately as a single class, shall be entitled to elect two (2) directors (the "Class A Directors"). The holders of the Class B Common Shares, voting separately as a single class, shall be entitled to elect five (5) directors (the "Class B Directors").

(b) In the event that a Class A Director or a Class B Director dies, resigns, is removed or ceases to serve for any reason, his replacement shall be elected by the holders of the Class A Common Shares or the Class B Common Shares, respectively, in each case voting separately as a single class, in person or by proxy at a meeting called for such purpose (or by written consent in lieu of such meeting) within thirty (30) days after such Class A Director or Class B Director ceases to serve.

(c) A Class A Director or the Class B Director may be removed as a director at any time with or without cause, by the affirmative vote of the holders of the then outstanding Class A Common Shares or Class B Common Shares, respectively, in each case voting separately as a

single class, in person or by proxy, at a meeting called for such purpose (or by written consent in lieu of such meeting).

(d) A majority of the directors shall constitute a quorum for purposes of conducting a meeting of the Board of Directors; provided, however, that such quorum must consist of at least one Class A Director and one Class B Director.

Section 6. Amendment and Waiver. No amendment or waiver of any provision of this Article V shall be effective without the prior written approval of the holders of a majority of the then outstanding Class A Common Shares voting as a separate class.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 1900 S. Hickory Street, Melbourne, Florida 32901 and the name of the registered agent of this Corporation at that address is James Fallace.

ARTICLE VII - BY-LAWS

The power to adopt By-Laws shall be vested in the Board of Directors. The procedure to alter, amend or repeal By-Laws shall be set forth in the By-Laws. In the event of any conflict or inconsistency between the By-Laws and these Articles of Incorporation, the provisions of these Articles of Incorporation shall prevail.

ARTICLE VIII - SUBSIDIARY CORPORATIONS

If the Corporation owns any stock in another corporation, the Board of Directors shall vote such shares of stock by the resolution of a majority of the members of the Board of Directors.

ARTICLE IX - AFFILIATED TRANSACTIONS

The Corporation expressly elects that it shall not be governed by Section 607.108, Florida Statutes (1987), as amended from time to time or any corresponding provision of Florida Statutes.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The Board of Directors is authorized to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which this compensation shall be paid. Any Director may also serve the corporation in any other capacity and receive compensation therefor in any form.'

ARTICLE XII - SHAREHOLDER AGREEMENTS

The Board of Directors shall be empowered to approve any shareholder agreement to which the Corporation is a party.

ARTICLE XIII - INTERLOCKING OFFICERS AND DIRECTORS

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, 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 with any person or persons, firm, association or 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

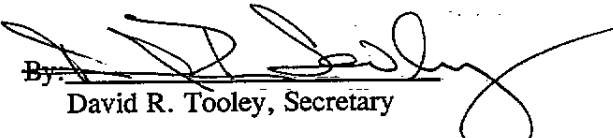
are parties to, or interested in, such contract, act or association or corporation and each and every person who may become a Director or Officer of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested."

ARTICLE C - EFFECTIVE DATE OF AMENDMENT AND RESTATEMENT


The effective date of the amendment and restatement of the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing of these Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 16th day of April, 1998.

ATTEST:

By: 
David R. Tooley, Secretary

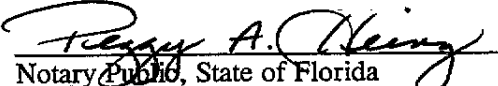
USA INSURANCE GROUP, INC.

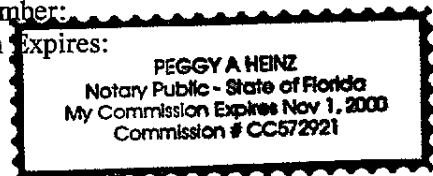
By: 
Richard P. Love, Jr., President

(Seal)

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 16th day of April, 1998, by Richard P. Love, Jr., as President and David R. Tooley, as Secretary of USA Insurance Group, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me.


Notary Public, State of Florida
PEGGY A. HEINZ
Print Name
Commission Number:
My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

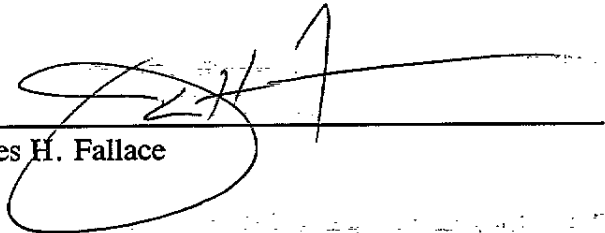
1. The name of the corporation is:

USA Insurance Group, Inc.

2. The name and address of the registered agent and office is:

JAMES H. FALLACE, P.A.
James H. Fallace
1900 So. Hickory Street
Melbourne, Florida 32901

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



James H. Fallace



Date