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SMITH & THOMAS INSURANCE

CHURCH PKG • BUSINESS • ANNUITIES • MOBILE HOME

CERTIFIED INSURANCE COUNSELORS

100 S. KENTUCKY AVE.
(863) 688-1141 LAKELAND, FLORIDA 33801

(City/State/Zip/Phone #)

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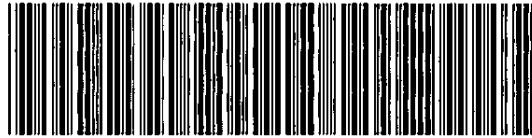
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TALLAHASSEE, FLORIDA

*Amend to stat
7/2/09*

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SMITH & THOMAS INSURANCE, INC.**

(Florida Department of State Document Number 308529)

SMITH & THOMAS INSURANCE, INC. (the “**Corporation**”), a corporation organized under the prior Florida General Corporation Act and currently existing under the Florida Business Corporation Act, does hereby certify:

I. The Corporation, pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, hereby adopts these Amended and Restated Articles of Incorporation (the “**Restated Articles**”) amending and restating in their entirety the Articles of Incorporation of the Corporation filed with the Florida Department of State on December 7, 1978, and any and all prior amendments thereto.

II. The Restated Articles, including all amendments contained herein, were duly approved and adopted by unanimous written consent of the Corporation’s Board of Directors dated May 5, 2009 and by written consent of the Corporation’s Shareholders dated May 5, 2009, to be effective as of April 16, 2009. The number of votes cast by the Shareholders was sufficient for approval.

III. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles, which are as follows:

ARTICLE I
NAME

The name of the Corporation is **SMITH & THOMAS INSURANCE, INC.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation’s principal office and the mailing addresses of the Corporation are:

Principal office address:

100 SOUTH KENTUCKY AVENUE, C-3
LAKELAND FLORIDA 33801

Mailing address:

P.O. BOX 3544
LAKELAND FLORIDA 33802

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ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue _____ shares of common stock, with a par value of \$0.01 per share.

ARTICLE V
BOARD OF DIRECTORS

The Corporation shall have two (2) Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. Directors shall hold office until the next annual meeting of Shareholders and until their successors are duly elected and qualified, or until their earlier resignation, removal from office or death.

The following persons, listed with their address, shall, constitute the Board of Directors of the Corporation:

William C. Thomas, Jr.	P.O. Box 3544 Lakeland, Florida 33802
Linda S. Thomas	P.O. Box 3544 Lakeland, Florida 33802

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TALLAHASSEE, FLORIDA

ARTICLE VI
REGISTERED AGENT AND OFFICE

The name of the registered agent of the Corporation and the street address of the registered office of the Corporation are as follows:

W. M. Thomas
100 South Kennedy Avenue, # 290
Lakeland, Florida 33601

ARTICLE VII
INDEMNIFICATION

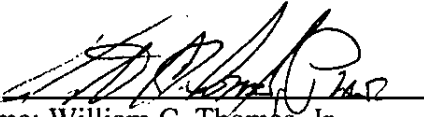
The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The


Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE VIII
AFFILIATED TRANSACTIONS AND CONTROL SHARE ACQUISITIONS

The Corporation shall not be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 5th day of May, 2009, to be effective as of April 16, 2009.

By: 
Name: William C. Thomas, Jr.
Title: President, Director and Shareholder

By: 
Name: Linda S. Thomas
Title: Secretary, Director and Shareholder

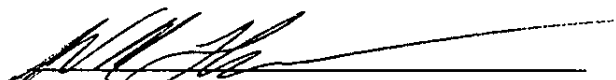
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the relevant provisions of the 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 SMITH & THOMAS INSURANCE, INC.
2. The name and street address of the registered agent and office in the State of Florida are:

W. M. Thomas
100 South Kennedy Avenue, # 290
Lakeland, Florida 33601

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.


W. M. Thomas
Registered Agent

Dated: May 5, 2009, to be effective as of April 16,
2009