

624871

Atlanta
260 Interstate North Circle, NW
Atlanta, Georgia 30339-2111
Telephone 770.763.1000
Facsimile 770.859.4403

Miami
11222 Quail Roost Drive
Miami, Florida 33157-6596
Telephone 305.253.2244
Facsimile 305.252.6987

Internet: www.assurant.com

Assurant Group_{SM}

February 23, 2000

Certified Mail RRR Z 428 416 958

State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

600003152016--0
-02/29/00--01083--002
*****35.00 *****35.00

Re: **American Bankers Sales Corporation, Inc.**
Document Number 624871

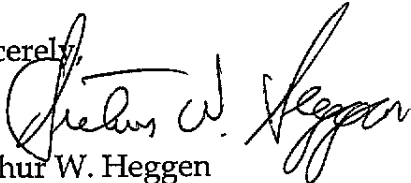
Dear Sir or Madam:

Please find enclosed an original Articles of Revocation of Dissolution, together with copies of the Articles of Dissolution package filed with your Department effective December 31, 1999, and our check in the amount of \$35.00 for the filing fee. We are also enclosing original Certificates of Corporate Secretary as to the resolutions passed by the Stockholders and Board of Directors in relation to this Revocation. The effective date of this company's revocation is February 23rd, 2000.

Please note that in conjunction with this filing we have submitted to the Department of State's Annual Reports Division the company's 2000 Uniform Business Report and requested a Certificate of Status.

We appreciate your assistance in this matter. If you should have any questions you may reach me at (800) 852-2244 ext 3400.

Sincerely,



Arthur W. Heggen
American Bankers Sales Corporation, Inc.
Secretary

AWH:jac
Encs.

cc: Gale Zoller
Susan Bennett
Henry Castelo

jeannie\abscltr.doc

Revocation of Dissolution
LFS
3-15-2000

RECEIVED
DEPARTMENT OF STATE
00 FEB 28 PM 2:32
DIVISION OF LICENSING
TALLAHASSEE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 28 PM 3:39



FORTIS

Solid partners, flexible solutions™

**ARTICLES OF REVOCATION OF DISSOLUTION PURSUANT TO
SECTION 607.1404 F.S. of the FLORIDA BUSINESS CORPORATION ACT of
AMERICAN BANKERS SALES CORPORATION, INC.**

**TO: Department of State
Tallahassee, Florida**

**Date of Payment
Filing Fee: \$35.00**

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 FEB 28 PM 3:39

Pursuant to the provisions of Section 607.1404 of the Florida Corporation Act, the undersigned corporation adopts the following Articles of Revocation of Dissolution for the purposes of resuming its business as if the dissolution had never occurred:

1. The name of the corporation is American Bankers Sales Corporation, Inc. (f/k/a ABL Agents' Services, Inc.).
2. The corporation was inadvertently voluntarily dissolved on December 31, 1999 (attached is a copy of said Dissolution).
3. The revocation of the dissolution was authorized by the Sole Shareholder on February 14, 2000 (Certificate of Secretary as to this authorization is attached).
4. The corporation's Board of Directors revoked the dissolution of the corporation by resolution at a meeting on February 14, 2000, as authorized by the sole shareholder. The number cast for revocation was sufficient for approval. (Certificate of Secretary as to this resolution is attached).

DATED: February 14, 2000.

AMERICAN BANKERS
SALE CORPORATION


Deborah Louise Becker, President

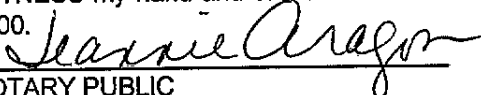

Arthur William Heggen, Secretary

Statutory Reference F.S. 607.1404

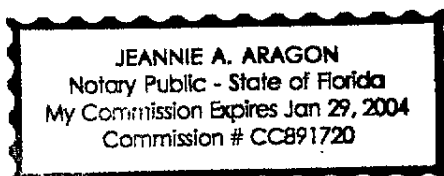
STATE OF FLORIDA)
COUNTY OF DADE)

I hereby certify that on this day before me, Jeannie Aragon, personally appeared Deborah L. Becker, President and Arthur W. Heggen, Secretary, each personally known to me, and sworn to upon oath, acknowledged execution of the foregoing Articles of Revocation of Dissolution for the purposes therein set forth.

WITNESS my hand and official seal in the County and State named above as of this 14th day of February, 2000.


NOTARY PUBLIC

Commission Expires:
Commission No:



CERTIFICATE OF CORPORATE SECRETARY

I, ARTHUR W. HEGGEN, the duly elected and acting Secretary of AMERICAN BANKERS SALES CORPORATION (the "Company"), do hereby certify that at a Special Meeting of the Board of Directors, held on February 14, 2000 the following resolution was passed:

Approval for Revocation of Dissolution of the Corporation

WHEREAS, this Corporation was inadvertently dissolved, with consent of the sole shareholder, American Bankers Insurance Group, Inc., and by resolution of this Board, Articles of Dissolution effective December 31, 1999; and

WHEREAS, the sole shareholder on February 14th, 2000, declared its consent to the revocation of the dissolution of this Corporation; and

WHEREAS, the expiration of the 120 days wherein which to revoke such a dissolution has not yet expired; it is

RESOLVED, that American Bankers Sales Corporation, Inc.'s Articles of Dissolution, effective December 31, 1999, are hereby revoked; and that Deborah Becker, the President and Arthur Heggen, the Secretary, as well as the other officers of the corporation, as necessary, are hereby authorized to deliver to the State of Florida, Department of State its Articles of Revocation of Dissolution, the written consent of the sole stockholder as aforementioned, together with a copy of the December 31, 1999 Articles of Dissolution, and to obtain a certificate of revocation of the dissolution to be issued by the State of Florida, and to do all other things necessary to carry into the effect the foregoing resolution, *pursuant to Florida Statutes, Section 607.1404*.

FURTHER RESOLVED, that, *pursuant to F.S. Section 607.1404(5)*, upon filing its Articles of Revocation of Dissolution with the State of Florida, American Bankers Sales Corporation shall resume to carry on its business as if the dissolution had never occurred.

I FURTHER CERTIFY that the foregoing resolution remains in full force and effect and has not been rescinded, amended or modified in any particular.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of the Company and affixed its Corporate Seal at Miami, Florida this 14th day of February, 2000.


Secretary

[CORPORATE SEAL]

CERTIFICATE OF CORPORATE SECRETARY

I, ARTHUR W. HEGGEN, the duly elected and acting Secretary of AMERICAN BANKERS SALES CORPORATION (the "Company"), do hereby certify that through a Consent of Sole Stockholder (American Bankers Insurance Group, Inc.) in Lieu of a Special Meeting of Stockholders, on February 14, 2000, the following resolution was passed:

Approval for Revocation of Dissolution of the Corporation

WHEREAS, this Corporation was inadvertently dissolved, with consent of the sole shareholder and resolution of the Board of Directors, Articles of Dissolution effective December 31, 1999; and

WHEREAS, pursuant to Florida Statutes, Section 607.1404(1), the expiration of the 120 days wherein which to revoke such a dissolution has not yet expired; it is

RESOLVED, that American Bankers Sales Corporation, Inc.'s Articles of Dissolution be, and it hereby is, revoked and that the President and Secretary are authorized and directed to file with the State of Florida, Florida Department of State, pursuant to Florida Statutes, Section 607.1404(3), its Articles of Revocation of Dissolution, and to do all other things necessary to carry into effect the foregoing resolution;

FURTHER RESOLVED, that upon filing its Articles of Revocation of Dissolution with the State of Florida, American Bankers Sales Corporation shall resume to carry on its business as if the dissolution had never occurred, pursuant to Section 607.1404(4)(5);

FURTHER RESOLVED, that the Board of Directors of this Corporation are authorized and directed, without further action by the stockholder of this Corporation, to take any and all action, in the judgment of said Board, be necessary and proper to revoke the dissolution of this Corporation.

I FURTHER CERTIFY that the foregoing resolution remains in full force and effect and has not been rescinded, amended or modified in any particular.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of the Company and affixed its Corporate Seal at Miami, Florida this 14th day of February, 2000.


Secretary

[CORPORATE SEAL]

EFFECTIVE DATE

12-31-99

ARTICLES OF DISSOLUTION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC 20 PM 12:48

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: American Bankers Sales Corporation, Inc.

SECOND: The date dissolution was authorized: Sept. 30, 1999 to be effective as of Dec. 31, 1999.

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

sole common stockholder
(voting group)

Signed ^{as of} this 16th day of December, 1999.

Signature

Deborah Becker

(By the Chairman or Vice Chairman of the Board, President, or other officer)

Deborah Becker
(Typed or printed name)

President
(Title)