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LAW OFFICES  
**KOZYAK TROPIN & THROCKMORTON, P.A.**  
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July 15, 2003

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: ***Statewide Holding Group, Inc.***

Dear Sir/Madam:

Enclosed please find an original Restated Articles of Incorporation, an original Certificate with respect to the Restated Articles, and a copy of the Directors' Resolution for the above-named corporation. I have also enclosed a check made payable to the Florida Secretary of State for \$35.00 representing your filing fees. Please return to the undersigned a certified copy of the documents filed with your department.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Yamile C. Paz  
Legal Assistant

YCP:  
Enclosure

cc: Laurel M. Isicoff, Esq. (w/o enc.)

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION  
OF  
STATEWIDE HOLDING GROUP, INC.**

These Restated Articles of Incorporation of Statewide Holding Group, Inc., are hereby adopted in accordance with Florida Statute §607.1007.

**Article I - Name**

*The name of the corporation shall be Statewide Holding Group, Inc.*

**Article II - Nature of the Business**

The Corporation will be authorized to transact any business authorized by law.

**Article III - Capital Stock**

The Corporation is authorized to issue voting stock and non-voting convertible subordinated stock as follows:

1. Class A. The Corporation is authorized to issue ten million (\$10,000,000) shares of Class A stock having a par value of \$1.00 a share. Each share of issued Class A stock will be entitled to one vote for each share on all matters on which shareholders have the right to vote.

2. Class B. The Corporation is authorized to issue ten million (\$10,000,000) shares Class B non-voting convertible subordinated stock as follows:

- (a) Each share shall have a par value of \$1.00.
- b. Subject to the restrictions imposed by the Florida Department of Insurance on dividends to insurance holding companies, holders of Class B Stock shall receive non-cumulative dividends on their pro rata share of the monthly cash flow of

the Corporation after payment of all expenses, including payment of all outstanding promissory notes.

- (c) On June 19, 2008, each share of Class B Subordinated Stock shall be converted into a share of Class A Common Stock.
- (d) Holders of Class B Stock shall not be entitled to vote on any matters except as expressly required by law.
- (e) All rights of holders of Class B Shares to distribution of assets on dissolution of the Corporation shall be subordinate to such rights of the holders of Class A Shares.

3. Cancellation of issued stock. All stock previously issued by the Corporation and all rights and obligations arising thereunder, are canceled and extinguished.

#### **Article IV - Capitalization**

The amount of new capitalization for the Corporation shall be one hundred thousand (\$100,000) dollars.

#### **Article V - Term of Existence**

This Corporation is to exist perpetually.

**Article VI - Address of Corporation And Resident Agent Address**

The street address of the principal office of the Corporation in the State of Florida is 1769 N.W. 79<sup>th</sup> Avenue, Miami, Florida 33126. The registered agent of the corporation will be:

Mario Vives  
1769 N.W. 79<sup>th</sup> Avenue  
Miami, Florida 33126

The Board of Directors may from time to time move the principal office to any other address in Florida.

**Article VII - Directors**

The Corporation shall not have been less than one director, initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the Stockholders, but shall never be less than two (2) or more than five (5).

**Article VIII - Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**Article IX - Further Powers**

The Corporation shall have the further right and power to:

From time to time determine whether and to what extent and at what time and places and under what conditions and regulations, the accounts and books of this corporation, other than the stock book, or any of them shall be open for the inspection of stockholders; and no stockholder shall

have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders of board of directors.

The corporation may in its by-laws confer powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have the power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation, subject to the provisions of the statutes, outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

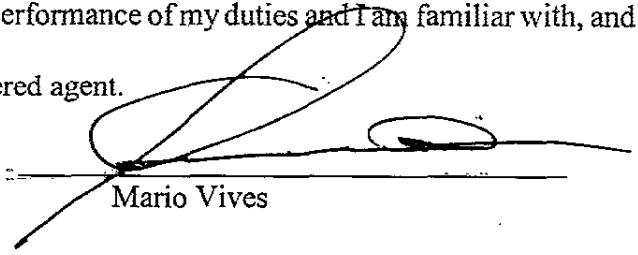
The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all right conferred upon stockholders herein are granted subject to this reservation.

The undersigned as president Statewide Holding Group, Inc. is authorized to execute these Restated Articles of Incorporation this 11<sup>th</sup> day of July, 2003.

  
Mario Vives, President

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in these articles, 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.

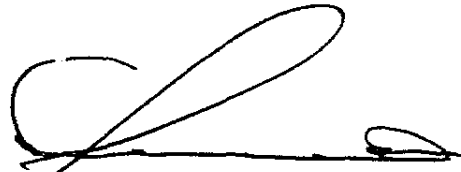
Date: 7-11-03

  
Mario Vives

**CERTIFICATE WITH RESPECT TO  
RESTATED ARTICLES OF INCORPORATION OF  
STATEWIDE HOLDING GROUP, INC.**

The undersigned, as President of Statewide Holding Group, Inc. (the "Corporation"), hereby certifies that the attached Restated Articles of Incorporation incorporate amendments previously adopted by the directors and shareholders of the Corporation and previously filed with the Secretary of State, or include only amendments that could be adopted by board action alone, and which were, in fact, adopted by the board of the Corporation.

Dated: As of July 11, 2003

A handwritten signature in black ink, appearing to read 'Mario Vives', written over a horizontal line.

Mario Vives, President