

F040000001070

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

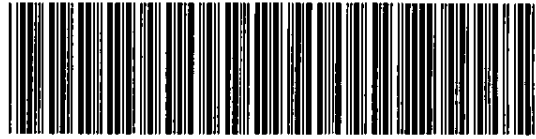
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JAN 27 PM 2:48

Name chg
@ 2/4/09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: A. Aronson & Co., Inc.
(Name of Corporation)

DOCUMENT NUMBER: F04000001670

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kimberly Cheung
(Name of Contact Person)

Chernoff Diamond RM Inc.
(Firm/Company)

990 Stewart Ave., Suite 520
(Address)

Garden City, NY 11530
(City/State and Zip Code)

For further information concerning this matter, please call:

Kimberly Cheung at (516) 683-6100 ext. 513
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F04000001670

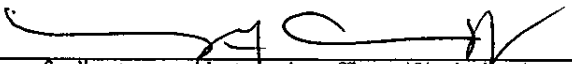
(Document number of corporation (if known))

1. A. Aronson & Co., Inc.
(Name of corporation as it appears on the records of the Department of State)
2. New York 3. 3/29/2004
(Incorporated under laws of) (Date authorized to do business in Florida)

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DIVISION OF CORPORATIONS
09 JAN 27 PM 2:48

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 10/3/2008
5. Chernoff Diamond RM, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
(New jurisdiction)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Alexander Chernoff

(Typed or printed name of person signing)

President

(Title of person signing)

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
October 3, 2008.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

081003000

16

RESTATED CERTIFICATE OF INCORPORATION

OF

A. ARONSON & CO., INC.

Under Section 807 of the Business Corporation Law

A. ARONSON & CO., INC., a New York corporation organized and existing under the New York Business Corporation Law (the "BCL"), hereby certifies as follows:

1. The name of this corporation is A. ARONSON & CO., INC. (the "Corporation"). The original Certificate of Incorporation of the Corporation was filed with the Department of State of the State of New York on August 28, 1953.

2. Pursuant to Section 807 of the BCL, this Restated Certificate of Incorporation amends and restates the Certificate of Incorporation of the Corporation.

3. The amendment of the Corporation's Certificate of Incorporation contained in this Restated Certificate of Incorporation was duly adopted by the Board of Directors and the shareholders of the Corporation in accordance with the provisions of Sections 803 and 807 of the BCL.

4. The Certificate of Incorporation of the Corporation is hereby amended to effect the following amendments authorized by the BCL:

- (a) To change the name of the Corporation to "Chernoff Diamond RM, Inc."
- (b) To change the purpose of the Corporation.
- (c) To change the post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation served upon him.
- (d) To change the county in which the office of the corporation is located.
- (e) To add a provision stating that the shareholders of the Corporation can take action without a meeting on written consent.
- (f) To add a provision stating that the Corporation shall be entitled to treat the person in whose name any share of its capital stock are registered as the owner thereof for all purposes.

(g) To add a provision stating that the Board of Directors is expressly authorized to adopt, alter, amend and repeal the By-Laws of the Corporation.

(h) To change the provision limiting the personal liability of directors of the Corporation to the Corporation or its shareholders for damages for any breach of duty in such capacity to state that a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director and, if the BCL is amended after the date of filing of this Restated Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the BCL, as so amended from time to time.

(i) To add a provision stating that the Corporation shall, to the fullest extent permitted by Article 7 of the BCL, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said Article from and against any and all of the expenses, liabilities, or other matters, referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-Law, resolution of shareholders, resolution of directors, agreement, or otherwise, as permitted by said article, as to action in any capacity in which he served at the request of the Corporation.

(j) To add a provision stating that the personal liability of the directors of the Corporation is eliminated to the fullest extent permitted by the provisions of paragraph (b) of Section 402 of the BCL, as the same may be amended and supplemented.

(k) To add a provision stating that the Corporation reserves the right to amend, alter, change or repeal any provision contained in the certificate of incorporation, and that all rights conferred on shareholders are granted subject to this reservation.

5. To accomplish the foregoing amendments, the text of the Certificate of Incorporation is hereby restated as amended to read as herein set forth in full:

FIRST: The name of the corporation is Chernoff Diamond RM, Inc.

SECOND: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the BCL. The Corporation is not formed to engage in any act or activities requiring the consent or approval of any official, department, board, agency or other body of the State of New York.

THIRD: The county within the State of New York in which the office of the Corporation is to be located is the County of Nassau.

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is Two Hundred (200) shares of Common Stock without nominal or par value (the "Common Stock"). Except as otherwise provided herein or as otherwise required by applicable law, all shares of Common Stock will be identical in all respects and will entitle the holders thereof to the same rights and privileges.

A. Voting Rights. Except as expressly provided herein or as required under the BCL, on all matters to be voted on by the Corporation's shareholders, each holder of record of shares of Common Stock will be entitled to one vote per share so held.

B. Dividends. Except as expressly provided herein, when, as and if dividends are declared or paid on shares of Common Stock, whether in cash, property or securities of the Corporation, each holder of record of shares of Common Stock will be entitled to a ratable portion of such dividend, based upon the number of shares of Common Stock then held of record by each such holder.

C. Liquidation. The holders of the Common Stock will be entitled to share ratably, on the basis of shares of Common Stock then held by each such holder, in all distributions to the holders of the Common Stock in any liquidation, dissolution or winding up of the Corporation.

FIFTH: The Secretary of State of the State of New York is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post-office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is Chernoff Diamond RM, Inc., c/o Chernoff Diamond & Co. LLC, 990 Stewart Avenue, Garden City, New York 11530, Attention: Alexander Chernoff.

SIXTH: Any action by vote required or permitted to be taken by the shareholders may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

SEVENTH: The Corporation shall be entitled to treat the person in whose name any shares of its capital stock are registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such shares on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law.

EIGHTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation.

NINTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, alter, amend and repeal the By-Laws of the Corporation.

TENTH: To the fullest extent permitted by the BCL as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the BCL is amended after the date of filing of this Restated Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the BCL, as so amended from time to time. No repeal or modification of this Article TENTH by the shareholders shall adversely affect any right or protection of a director of the Corporation existing by virtue of this Article TENTH at the time of such repeal or modification.

ELEVENTH: The Corporation shall, to the fullest extent permitted by Article 7 of the BCL, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said Article from and against any and all of the expenses, liabilities, or other matters, referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-Law, resolution of shareholders, resolution of directors, agreement, or otherwise, as permitted by said article, as to action in any capacity in which he served at the request of the Corporation.

TWELFTH: The personal liability of the directors of the Corporation is eliminated to the fullest extent permitted by the provisions of paragraph (b) of Section 402 of the BCL, as the same may be amended and supplemented.

THIRTEENTH: Except as set forth herein, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation.

6. This restatement of the Certificate of Incorporation of the Corporation was authorized by the unanimous written consent of all of the members of the Board of Directors of the Corporation followed by the vote at the special meeting of the shareholders of the Corporation, such shareholders being the holders of the majority of the outstanding shares of the Corporation entitled to vote thereon.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned have signed this Certificate this 25th day of September 2008, and we affirm the statements contained therein as true under penalties of perjury.

By: /s/ ALEXANDER CHERNOFF

Name: Alexander Chernoff

Title: President

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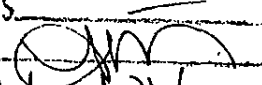
RESTATED CERTIFICATE OF INCORPORATION
OF
A. ARONSON & CO., INC.

Under Section 807 of the Business Corporation Law

Wachtel & Masyr, LLP
110 East 59th Street
New York, NY 10022

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED OCT 03 2008

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New: Nass

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David A. Paterson
Governor

STATE OF NEW YORK
INSURANCE DEPARTMENT
One Commerce Plaza
Albany, NY 12257

Eric R. Dinallo
Superintendent

CHERNOFF DIAMOND RM INC
990 STEWART AVE
STE. 520
GARDEN CITY NY 11570

CERTIFICATE OF LICENSING STATUS

THE ABOVE CORPORATION IS/WAS LICENSED IN GOOD STANDING AS INDICATED . THE SUBLICENSEE(S) ON THE ATTACHMENT HAS COMPLIED WITH OUR QUALIFICATION STANDARDS IF CURRENTLY LICENSED, THE ABOVE LICENSEE IS NOT IN VIOLATION OF NEW YORK STATE CONTINUING EDUCATION REQUIREMENTS.

<u>LICENSE TYPE</u>	<u>LINES</u>	<u>EXPIRATION DATE</u>
BROKER	1 2 3 5	10/31/2010
EXCESS LINE BROKER		10/31/2010
LIFE/ACCIDENT AND HEALTH AGENT	1 2 6	6/30/2009

Continued Next Page

LA AGENT LINE CODES

- 1 LIFE
- 2 ACCIDENT AND HEALTH
- 5 TRAVEL ACCIDENT
- 6 VARIABLE LIFE/VARIABLE ANNUITIES

FRAT - NO EXAM REQUIRED

PC AGENT LINE CODES

- 1 PROPERTY
- 2 CASUALTY
- 3 PERSONAL LINES
- 5 BAGGAGE

BROKER LINE CODES

- 1 PROPERTY
- 2 CASUALTY
- 3 PERSONAL LINES
- 5 BAGGAGE



IN WITNESS WHEREOF, I HAVE CAUSED MY OFFICIAL
SEAL TO BE AFFIXED AT THE CITY OF ALBANY

Eric R. Dinallo
Superintendent
December 5, 2008

CERTIFICATE OF LICENSING STATUS

THE ABOVE CORPORATION IS/WAS LICENSED IN GOOD STANDING AS INDICATED. THE SUBLICENSEE(S) ON THE ATTACHMENT HAS COMPLIED WITH OUR QUALIFICATION STANDARDS. IF CURRENTLY LICENSED, THE ABOVE LICENSEE IS NOT IN VIOLATION OF NEW YORK STATE CONTINUING EDUCATION REQUIREMENTS.

<u>LICENSE TYPE</u>	<u>LINES</u>	<u>EXPIRATION DATE</u>
PROPERTY & CASUALTY AGENT	1 2 3 5	6/30/2010

LA AGENT LINE CODES

- 1 LIFE
- 2 ACCIDENT AND HEALTH
- 5 TRAVEL ACCIDENT
- 6 VARIABLE LIFE/VARIABLE ANNUITIES

FRAT - NO EXAM REQUIRED

PC AGENT LINE CODES

- 1 PROPERTY
- 2 CASUALTY
- 3 PERSONAL LINES
- 5 BAGGAGE

BROKER LINE CODES

- 1 PROPERTY
- 2 CASUALTY
- 3 PERSONAL LINES
- 5 BAGGAGE



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Eric R. Dinallo
Superintendent
December 5, 2008



STATE OF NEW YORK
INSURANCE DEPARTMENT
One Commerce Plaza
Albany, NY 12257

PAGE 1 SUBLICENSEES AND LINES THEY ARE AUTHORIZED TO TRANSACT FOR : December 5 , 2008

CHERNOFF DIAMOND RM INC
990 STEWART AVE
STE. 520
GARDEN CITY NY 11570

BROKER SUBLICENSEE(S)

BIRTHDATE LINES

ARONSON MICHAEL D

12/17/1959

1235

CHEUNG KIMBERLY FONG

3/15/1979

1 , 2 , 3 , 5

EXCESS LINE BROKER SUBLICENSEE(S)

BIRTHDATE LINES

ARONSON MICHAEL D

12/17/1959

N/A

LIFE/ACCIDENT AND HEALTH AGENT

BIRTHDATE LINES

ARONSON MICHAEL D

12/17/1959

1 , 2

PROPERTY & CASUALTY AGENT SUBLICENSEE(S)

BIRTHDATE LINES

ARONSON MICHAEL D

12/17/1959

1 , 2 , 3 , 5



IN WITNESS WHEREOF, I HAVE CAUSED MY OFFICIAL
SEAL TO BE AFFIXED AT THE CITY OF ALBANY