

F090800001273

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

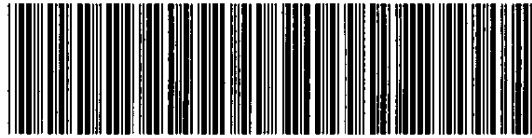
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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Office Use Only



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07/17/09--01004--015 \*\*43.75

FILED  
09 JUL 17 AM 9:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N.C.  
C.COULLETTE

JUL 22 2009

EXAMINER

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Expense Reduction Insurance Services, Inc.  
(Name of Corporation)

**DOCUMENT NUMBER:** F09000001273

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Penni Hutcheson  
(Name of Contact Person)

Supportive Insurance Services  
(Firm/Company)

2735 Washington Ave  
(Address)

Vincennes IN 47591  
(City/State and Zip Code)

For further information concerning this matter, please call:

Penni Hutcheson at ( 812 ) 886-0191  
(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

JUL 1 0 2003

**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)**

F09000001273  
(Document number of corporation (if known))

1. Expense Reduction Insurance Services, Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. March 27, 2009  
(Incorporated under laws of) (Date authorized to do business in Florida)

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

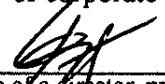
4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? MAY 11, 2009
5. Expense Reduction Analysts Global Insurance Consulting Services, Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," 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.  
\_\_\_\_\_  
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
\_\_\_\_\_  
(New jurisdiction)

**FILED**  
09 JUL 17 AM 9:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8. Attached is a certificate of 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)

Kenneth Hagerstrom  
(Typed or printed name of person signing)

President  
(Title of person signing)

JUL 1 0 2009

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EXPENSE REDUCTION ANALYSTS GLOBAL INSURANCE CONSULTING SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF MAY, A.D. 2009.

4465919 8300

090468033



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7300498

DATE: 05-13-09

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "EXPENSE REDUCTION ANALYSTS GLOBAL INSURANCE CONSULTING SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTIETH DAY OF NOVEMBER, A.D. 2007, AT 6:14 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "EXPENSE REDUCTION ANALYSTS INSURANCE, INC." TO "EXPENSE REDUCTION INSURANCE SERVICES, INC.", FILED THE FIFTEENTH DAY OF JANUARY, A.D. 2009, AT 5:47 O'CLOCK P.M.

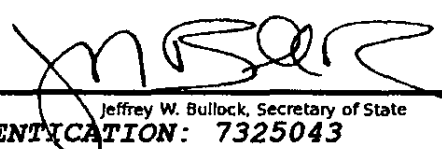
CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "EXPENSE REDUCTION INSURANCE SERVICES, INC." TO "EXPENSE REDUCTION ANALYSTS GLOBAL INSURANCE CONSULTING SERVICES, INC.", FILED THE ELEVENTH DAY OF MAY, A.D. 2009, AT 3:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "EXPENSE REDUCTION ANALYSTS GLOBAL INSURANCE CONSULTING SERVICES, INC.".

4465919 8100H

090479603



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7325043

DATE: 05-27-09

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:25 PM 11/30/2007  
FILED 06:14 PM 11/30/2007  
SRV 071273616 - 4465919 FILE

## CERTIFICATE OF INCORPORATION

OF

### EXPENSE REDUCTION ANALYSTS INSURANCE, INC.

- FIRST: The name of the corporation is Expense Reduction Analysts Insurance, Inc. (the "Corporation").
- SECOND: The address of its registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle 19801. The name of its registered agent at such address is The Corporation Trust Company.
- THIRD: The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
- FOURTH: The total number of shares which the corporation shall have the authority to issue is One Thousand (1,000) common shares each having a par value is \$.01 per share, all of which shall be deemed voting common shares.
- FIFTH: Election of directors need not be by ballot except and to the extent provided in the by-laws of the corporation.
- SIXTH: A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (a) for any breach of the director's duty of loyalty to the corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the Delaware General Corporation Law, or (d) for any transaction from which the director derived any improper personal benefit.
- SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholders thereof or on this application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of this Delaware Code or on the application of trustees in dissolution of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/ or of the case may be, to be summoned in such manners as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or the stockholders of this corporation, as the case may be, agree to any corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class or creditors, and/ or on all the stockholders or class or stockholders of this corporation, as the case may be, and also on this corporation.

[Continued]

EIGHTH: The name and address of the sole incorporator is: Neri Calderon, c/o Hodgson Russ LLP, 1540 Broadway, 24<sup>th</sup> Floor, New York, New York 10036.

**IN WITNESS WHEREOF**, the undersigned has hereunto subscribed this Certificate of Incorporation and affirmed it as true under penalties of perjury this 28th day of November, 2007.

/s/ Neri Calderon  
Neri Calderon, Sole Incorporator  
Hodgson Russ LLP  
1540 Broadway, 24<sup>th</sup> Floor  
New York, New York 10036

01/15/2009 14:41 FAX 15624275488

FROM : RONNIE CLUCAS

PHONE NO. : 81327 331946

002/002

State of Delaware  
Jan. 15 2009  
Secretary of State  
Division of Corporations  
Delivered 05:47 PM 01/15/2009  
FILED 05:47 PM 01/15/2009  
SRV 090042844 - 4465919 FILE

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of  
Expense Reduction Analysts Insurance, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

The name of the corporation is Expense Reduction Insurance Services, Inc. (the "Corporation").

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 15<sup>th</sup> day of January, 2009.

By: R Clucas  
Authorized Officer  
Title: Vice President

Name: ~~Ronnie Clucas~~ Ronnie Clucas  
Print or Type



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:33 PM 05/11/2009  
FILED 03:33 PM 05/11/2009  
SRV 090454585 - 4465919 FILE

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of Expense Reduction Insurance Services, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

The name of the corporation is Expense Reduction Analysts Global Insurance Consulting Services, Inc. (the "Corporation").

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 7<sup>th</sup> day of May, 2009.

By: R. Lucas  
Authorized Officer  
Title: Vice President

Name: Ronnie Lucas  
Print or Type