

F93000004040

INSURANCE SOLUTIONS GROUP, INC

04-99

P.O. BOX 13928
JACKSON, MS 39236

A1

000003673310--3

-02/12/01--01005--002

193.75 **43.75

FILED

01 FEB -9 PM 1:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C Amend

S. PAYNE FEB 9 - 2001

Game OK
to correct
1, 3, 4

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)

1. THE PRODUCERS MARKETING GROUP, P.A.
Name of corporation as it appears on the records of the Department of State.
2. MISSISSIPPI 3. September 1, 1993
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? June 2, 1999
5. INSURANCE SOLUTIONS GROUP, 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.
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


Signature

T. MARK PACE

Typed or printed name

1/9/01
Date

PRESIDENT

Title

FILED
01 FEB -9 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MISSISSIPPI

I hereby certify that this is a true
and complete copy of the 6 page
document on file in this office.

DATED January 4, 20 01

Eric Clark

BY:

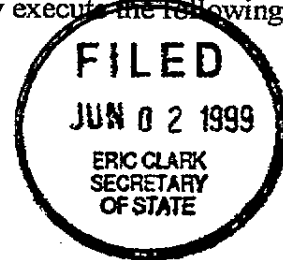
Veronica Wright

This Certification Stamp Replaces Our
Previous Certification System.

0012-1-3

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Articles of Amendment

The undersigned persons, pursuant to Section 79-4-10.06 (if a profit corporation) or Section 79-11-305 (if a nonprofit corporation) of the Mississippi Code of 1972, hereby execute the following document and set forth:

**1. Type of Corporation**

⇒ ☒ Profit ☐ Nonprofit

2. Name of Corporation

⇒ THE PRODUCERS MARKETING GROUP, P.A.

3. The future effective date is (Complete if applicable)

4. Set forth the text of each amendment adopted.

5. If an amendment for a business corporation provides for an exchange, reclassification, or cancellation of issued shares, set forth the provisions for implementing the amendment if they are not contained in the amendment itself. (Attach page)

6. The amendment(s) was (were) adopted on

⇒ May 1, 1999 Date(s)

FOR PROFIT CORPORATION (Check the appropriate box)

⇒ Adopted by ☐ the incorporators ☒ directors without shareholder action and shareholder action was not required.

FOR NONPROFIT CORPORATION (Check the appropriate box)

⇒ Adopted by ☐ the incorporators ☐ board of directors without member action and member action was not required.

FOR PROFIT CORPORATION

7. If the amendment was approved by shareholders

(a) The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment, and the number of votes of each voting group indisputably represented at the meeting were

Designation	No. of outstanding shares	No. of votes entitled to be cast	No. of votes indisputably represented
⇒ Common	15,000	15,000	15,000

0012-2-3

⇒				
---	--	--	--	--

(b) EITHER

(i) the total number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendment was

Voting group	Total no. of votes cast FOR	Total no. of votes cast AGAINST
⇒ Common	15,000	None
⇒		

OR

(ii) the total number of undisputed votes cast for the amendment by each voting group was

Voting group	Total no. of undisputed votes cast FOR the plan
⇒	
⇒	

and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

FOR NONPROFIT CORPORATION**8. If the amendment was approved by the members**

(a) The designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on the amendment, and the number of votes of each class indisputably represented at the meeting were

Designation	No. of memberships outstanding	No. of votes entitled to be cast	No. of votes indisputably represented
⇒			
⇒			

0012-3-3**(b) EITHER**

(i) the total number of votes cast for and against the amendment by each class entitled to vote separately on the amendment was

Voting class	Total no. of votes cast FOR	Total no. of votes cast AGAINST
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

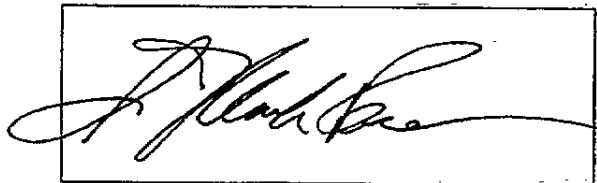
OR

(ii) the total number of undisputed votes cast for the amendment by each class was

Voting class	Total no. of undisputed votes cast FOR the amendment
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>

and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

By: Signature



(Please keep writing within blocks)

Printed Name

T. MARK PACE

Title

PRESIDENT

**ATTACHMENT TO
ARTICLES OF AMENDMENT OF
PRODUCERS MARKETING GROUP, P.A.**

4. Set forth the text of each amendment adopted.

Article 1 of the Articles of Incorporation is amended as follows:

1. The name of the corporation is INSURANCE SOLUTIONS GROUP, INC.

Article 2 of the Articles of Incorporation is amended as follows

2. (a) The number of shares of stock the professional corporation is authorized to issue is as follows:

<u>Designation</u>	<u>Authorized Shares</u>	<u>Par Value</u>	<u>Particulars</u>
Class "A" Common	30,000	No Par	Voting
Class "B" Common	100,000	No Par	Non-Voting

- (b) The privileges and restrictions thereof are those fixed by law without the necessity of corporate action, together with such further privileges and restrictions as may be from time-to-time fixed by corporate act or acts not in violation of the law. Each outstanding share of Class "A" Voting Common stock shall entitle the holder thereof to one (1) vote upon each matter submitted to a vote at a meeting of the shareholders. Holders of Class "B" Non-Voting Common stock shall have all the rights and privileges as holders of Class "A" Voting Common stock except that holders of Class "B" Non-Voting Common stock shall not be entitled to vote by reason of holding shares of Class "B" Non-Voting Common stock.

5. The amendment provides for an exchange, reclassification or cancellation of issued shares, and the provisions for implementing the amendment are as follows:

Each outstanding share of the currently authorized Voting Common stock shall be exchanged for one (1) share of the newly authorized Class "A" Voting Common stock and one (1) share of the newly authorized Class "B" Non-Voting Common stock. Holders of the newly authorized Class "A" Voting Common stock shall have all of the rights and privileges as holders of shares of the former Voting Common stock issued and outstanding prior to this exchange and reclassification. In all respects, other than voting rights, holders of shares of Class "B" Non-Voting Common stock shall have the same rights and privileges as holders of shares of Class "A" Voting Common stock of the corporation.

**PAGE 2 OF ATTACHMENT TO
ARTICLES OF AMENDMENT OF
PRODUCERS MARKETING GROUP, P.A.**

All references contained in the original articles of incorporation and any subsequent amendments relating to the rendering of professional services are hereby deleted.