

K50125

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

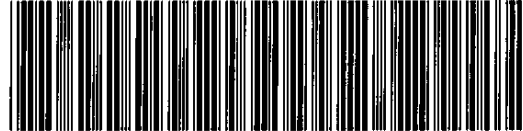
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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03/13/07--01007--002 **43.75

FILED
07 MAR 12 PM 12:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amber Restated



February 2, 2007

Ms. Tracy Smith, Document Specialist
Florida Department of State, Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: No. K50125, Insurance and Risk Management Services, Inc.

Dear Ms. Smith:

Enclosed is a copy of your letter dated January 24, 2006, advising the president of our company that we must decide if we were filing Articles of Amendment or Amended and Restated Articles.

We obviously did not respond to your letter within sixty days.

When we received your letter we passed in on to our attorney and assumed that he had handled the correction. However, he had not done so. Unfortunately, he passed away late last year. His estate returned all of the files he had on our company and we found the file on this subject.

We spoke to a very helpful person in your office and we are now attempting to get our Amended and Restated Articles of Incorporation properly filed with the Florida Department of State.

We definitely intended to be filing an Amended and Restated Articles of Incorporation and enclosed are two copies of a corporation resolution and two copies of the Amended and Restated Articles, both signed by our president.

Because our attorney was also our Registered Agent we have indicated a new Registered Agent in the articles.

Finally, we have enclosed our check in the amount \$43.75 for the Filing Fee and for the return of a Certified Copy.

In order to eliminate any confusion, your associate suggested that I ask you to review the filing and specifically ask you to communicate with me so that if we need any corrections we may be able to work them out over the telephone or if there is anything I needed to do I would know specifically what you needed.

I have my cell phone with me at all times and this would probably be the best way to communicate with me. The cell number is 239-571-8010.

If you call the office, please ask for George senior because my son and I have the same first name.

Thank you for your assistance in this matter.

Sincerely,

George R. Schmelzle
Chairman of the Board



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 24, 2006

GEORGE C SCHMELZLE
8950 FONTANA DEL SOL WAY #20C
NAPLES, FL 34109

SUBJECT: INSURANCE AND RISK MANAGEMENT SERVICES, INC.
Ref. Number: K50125

We have received your document for INSURANCE AND RISK MANAGEMENT SERVICES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

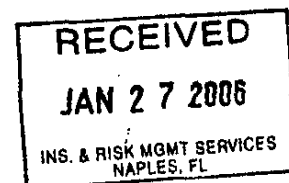
Please decide if you are filing Articles of Amendment or Amended and Rstated Articles. You can not do both.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 106A00005045



Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**INSURANCE AND RISK MANAGEMENT SERVICES, INC.
a Florida corporation**

FILED
07 MAR 12 PM 12:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of 607.1006, Florida Statutes, Insurance and Risk Management Services, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), under certificate number K50125 filed in the office of the Department of State on December 8, 1988, hereby amends and restates its Articles of Incorporation as follows:

First: The name of the corporation is Insurance and Risk Management Services, Inc.

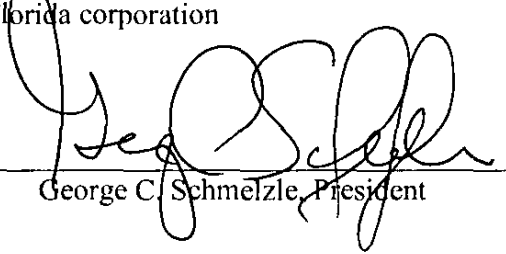
Second: The Amended and Restated Articles of Incorporation are submitted herewith as the Corporation's Articles of Incorporation.

Third: The Amended and Restated Articles of Incorporation were adopted on January 10, 2006, and are intended to be effective on the date filed with the Florida Department of State.

Fourth: The Amended and Restated Articles of Incorporation were adopted and approved by shareholders holding a majority of the votes entitled to be cast on the amendment as required by Section 607.1003, Florida Statutes, on the 10th day of January,

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed the Amended and Restated Articles of Incorporation this 10th day of January, 2006.

**INSURANCE AND RISK
MANAGEMENT SERVICES, INC.**
a Florida corporation


George C. Schmelzle, President

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
INSURANCE AND RISK MANAGEMENT SERVICES, INC.,
a Florida corporation

For the purpose of operating a for-profit corporation under the Florida Business Corporation Act, the following Amended and Restated Articles of Incorporation are hereby adopted:

ARTICLE I
CORPORATE NAME

The name of the corporation is **Insurance and Risk Management Services, Inc.** (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 8590 Fontana Del Sol Way, Suite 200, Naples, FL 34109.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue Two Million, Five Hundred Thousand (2,500,000) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of \$0.04 par value per share.

ARTICLE IV
REGISTERED AGENT AND STREET ADDRESS

The registered agent of the Corporation shall be George C. Schmelzle. The registered office address shall be 8590 Fontana Del Sol Way, Naples, FL 34109

ARTICLE V
DURATION

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE VI
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any officer and/or director, or any former officer and/or director to the full extent of the law.

ARTICLE VIII
AMENDMENT

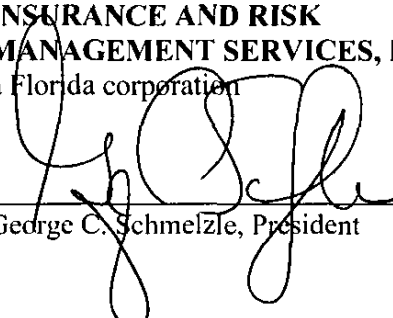
These Articles of Incorporation may be amended by the assent of shareholders holding fifty-one percent (51%) of the outstanding common stock of the Corporation.

ARTICLE IX
DISSOLUTION

The Corporation may be dissolved with the assent of shareholders holding not less than two-thirds (2/3) of the outstanding common stock of the Corporation.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 10th day of January, 2006.

**INSURANCE AND RISK
MANAGEMENT SERVICES, INC.,**
a Florida corporation



George C. Schmelzle, President

ACCEPTANCE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for Insurance and Risk Management Services, Inc., at the place designated in the Amended and Restated Articles of Incorporation, I hereby accept the appointment as Registered and agree to act in that 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.

By: _____

George C. Schmelzle

Dated: _____

1/30/07