

Division of Corporations

Page 1 of 1

M 19955

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BASIC AMENDMENT

HAMILTON RISK MANAGEMENT CO.

Certificate of Status	0
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Page Count	03
Estimated Charge	\$35.00

Amended & Restated

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Articles

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 16, 1999

HAMILTON RISK MANAGEMENT CO.
3915 BISCAYNE BLVD.
MIAMI, FL 33137

SUBJECT: HAMILTON RISK MANAGEMENT CO.
REF: M19955

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

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) 487-6906.

Darlene Connell
Corporate Specialist

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF THE
SECRETARY OF
HAMILTON RISK MANAGEMENT CO.**

Pursuant to the provisions of §607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

- (a) The Amended and Restated Articles of Incorporation of **Hamilton Risk Management Co.**, (the "Corporation") attached hereto contain amendments to the Corporation's Articles of Incorporation that require shareholder approval.
- (f) The Corporation has one class of capital stock outstanding and the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation were duly adopted by the holders of the Corporation's outstanding capital stock by written consent on the 20 day of July, 1999, pursuant to §607.0704 of the Florida Business Corporation Act. The number of votes cast by the shareholders was sufficient for approval.

HAMILTON RISK MANAGEMENT CO.

By: Juan A. Lopez
Secretary- Juan A. Lopez

PREPARED BY:

Rene V. Murai, Esquire
Murai Wald Biondo & Moreno, P.A.
25 S.E. 2nd Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900
Florida Bar No. 122154

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HAMILTON RISK MANAGEMENT CO.**

Hamilton Risk Management Co., hereby amends and restates its Articles of Incorporation as follows:

**ARTICLE I
NAME**

The name of the corporation is **Hamilton Risk Management Co.**

**ARTICLE II
DURATION**

The period of duration of this corporation shall be perpetual.

**ARTICLE III
NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have preemptive rights to subscribe to the corporation's securities.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the corporation in the State of Florida is 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida, 33131 and the name of the registered agent of this corporation at that address is Murai Wald Biondo & Moreno, P.A.

**ARTICLE VI
BOARD OF DIRECTORS**

The business of the corporation shall be managed and controlled by a Board of Directors consisting of five (5) natural persons who shall be elected annually by the shareholders and shall serve until their successor is elected and qualified, or until they resign or are removed as provided in the ByLaws of the corporation. This number may be increased or decreased from time to time by amendment to the ByLaws, but in no event shall be less than three (3) nor more than twenty-one (21).

**ARTICLE VII
BYLAWS**

The power to adopt, alter, amend or repeal ByLaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE VIII
INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE IX
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF the corporation has caused these amended and restated Articles of Incorporation to be executed this 26 day of July, 1999.

HAMILTON RISK MANAGEMENT CO.

By: Juan A. Lopez
Secretary Juan A. Lopez

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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT
OF
HAMILTON RISK MANAGEMENT CO.

Pursuant to Fla. Stat. §607.0501, the undersigned, having been named registered agent of HAMILTON RISK MANAGEMENT CO., hereby accepts such appointment and agrees to comply with the provisions of the Florida Corporation Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 19th day of August, 1999.

MURAI, WALD, BIONDO
& MORENO, P.A.

By: _____


Rene V. Murai
President