

1798649

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**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MEXBRIT, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Mexbrit, Inc., a Florida corporation, incorporated September 15, 1988, under Document No. M98649, hereby adopts the following Second Amended and Restated Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Mexbrit, Inc.

ARTICLE II

Present Principal Office and Mailing Address

The corporation's present principal office and mailing address is 2655 S. Le June Road Suite 1112, Coral Gables, FL 33134.

ARTICLE III

Shares

The corporation shall have authority to issue 7,500 common shares, \$1.00 par value.

ARTICLE IV

Registered Agent and Office

The street address of its present registered office is: 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602, and the name of its present registered agent at that address is CFRA, LLC.

ARTICLE V

Purpose

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States including, but not limited to: (i) engaging in the business of reinsurance; (ii) acting as an insurance or reinsurance broker, intermediary or entity; and (iii) acting as an intermediary for the insurance or reinsurance of foreign risks with the capacity to act as reinsurance intermediary of risks ceded from abroad.

ARTICLE VI

Indemnification

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages to the corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except

to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the corporation or serves or served any other enterprises at the request of the corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VI is a part 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 Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE VII **Perpetual Existence**

The corporation shall have perpetual existence.

ARTICLE VIII **Adoption**

The Second Amended and Restated Articles of Incorporation of Mexbrit, Inc. were adopted by both the Board of Directors and the shareholders of the corporation on August 1, 2014. The number of votes cast for the Second Amended and Restated Articles of Incorporation was sufficient for its approval. The amendments contained herein do not provide for an exchange, reclassification, or cancellation of issued shares.

The undersigned has signed these Second Amended and Restated Articles of Incorporation as of this 1st day of August, 2014.

MEXBRIT, INC.

By: 

John C. Wigg, Jr., President