

# LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-08/01/00--01022--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ALL STATE UNDERWRITERS, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
00 AUG -1 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

DIVISION OF CORPORATION

00 AUG -1 AM 11:17

RECEIVED

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
ALL STATE UNDERWRITERS, INC.

FILED  
00 AUG - 1 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of ALL STATE UNDERWRITERS, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: ALL STATE UNDERWRITERS, INC. The principal place of business of this corporation shall be:

14366 S.W. 51 Street, Miami, Florida 33175

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of receipt and acknowledgement of these Articles of Incorporation.

ARTICLE III. PURPOSE

The nature of the business or purposes to be conducted or promoted is to engage in marketing insurance products and any and all lawful act of General Corporation Law of Florida, including without limitation the ability to engage in all other matters incident thereto.

#### ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The name of the corporation's initial registered agent is Marta R. Mondaca and the street address of the initial registered office is 14366 S.W. 51 Street, Miami, Florida 33175.

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

MARTA R. MONDACA	14366 S.W. 51 Street Miami, Florida 33175
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## ARTICLE VII. INCORPORATORS

The name and street address of the incorporator is:

MARTA R. MONDACA      14366 S.W. 51 Street  
Miami, Florida 33175

## ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaws are not subject to amendment or repeal by the directors.

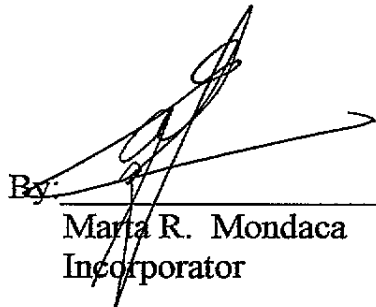
## ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders'

meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for ALL STATE UNDERWRITERS, INC., at the place designated in said articles of incorporation, I hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

By:   
Marta R. Mondaca  
Incorporator

**FILED**  
00 AUG - 1 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA