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TALLAHASSEE, FLORIDA

Amended & Restated
Art.
7/19/04 DC

MARIA L. DIGIORGIO, P.A.

Attorney at Law

6802 N.W. 77th Court, Miami, Florida 33166 • Telephone (786) 336-7080 • Facsimile (786) 336-7094

VIA REGULAR U.S. MAIL

July 8, 2004

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Northern Capital Insurance Inc. Restated and Amended Articles of Incorporation

Dear Division of Corporations:

Enclosed please find for filing (1) executed original and (1) copy of the Restated and Amended Articles of Incorporation of Northern Capital Insurance Inc.

Please file the Articles, certify one copy and stamp (1) copy "filed". I have enclosed a check in the amount of $43.75 for the filing and certification fees. Please mail the certified and stamped copies to my office.

Should you have any questions or concerns, please feel free to contact my office. Thank you in advance for your cooperation.

Very truly yours,

Maria L. DiGiorgio, Esq.

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Northern Capital Insurance Inc.

DOCUMENT NUMBER: P00000105275

The enclosed ***Articles of Amendment*** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Maria L. DiGiorgio
(Name of Person)

(Name of Firm/ Company)

6802 NW 77 Court
(Address)

Miami, Florida 33166
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Maria DiGiorgio at (786) 336-7080
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ $35 Filing Fee

☐ $43.75 Filing Fee & Certificate of Status

☑ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)

☐ $52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

CERTIFICATE OF THE SECRETARY OF
NORTHERN CAPITAL INSURANCE INC.

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 Northern Capital Insurance Inc. (The "Corporation") attached hereto contain amendments to the Corporation's Articles of Incorporation that require shareholder approval.

(b) The corporation has one class of common stock outstanding and the amendments set forth n the Corporations Amended and Restated Articles of Incorporation were duly adopted by the holders of the Corporation's outstanding capital stock by written consent on the 24th day of June, 2004, pursuant to §607.0704 of the Florida Business Corporation Act. The number of votes cast by the shareholders was sufficient for approval.

NORTHERN CAPITAL INSURANCE INC.

By: ____________________
Secretary-Maria L. DiGiorgio

FILED
04 JUL 12 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES
OF
NORTHERN CAPITAL INSURANCE INC.

ARTICLE I
NAME

The name of the corporation shall be NORTHERN CAPITAL INSURANCE INC. The principal place of business of this corporation shall be 6802 NW 77th Court, Miami, Florida 33166 or as the Board of Directors shall determine from time-to-time.

ARTICLE II
NATURE OF THE BUSINESS

The corporation may engage in any business allowed or permitted under the laws of the United States and State of Florida.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue one class of stock designated as common stock. The maximum number of shares which this corporation is authorized to issue is 9,500,000 shares of common stock having a par value of ($.001) per share. The stock of the Corporation shall be issued for such consideration as may from time to time be determined by the Board of Directors.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall exist perpetually unless and until dissolved according to law.

ARTICLE V
REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 6802 NW 77th Court, Miami, Florida 33166, and the initial registered agent at such office shall be Maria L. DiGiorgio. The Board of directors may from time to time designate a new registered agent or registered office or both.

ARTICLE VI
BOARD OF DIRECTORS

The corporation shall have five (5) directors initially, all of whom are United States Citizens and all of whom are over the age of 18. The terms of office of the initial directors shall be for not more than one year after the date of incorporation of the corporation. The name and residence street addresses of the directors whose initial term of office shall be for one year are:

Alexander Anthony
1131 Oriole Avenue
Miami Springs, FL 33166

Albert Fernandez
15782 SW 91st Street
Miami, Florida 33196

Wayne Fletcher
1163 Peregrine Way
Weston, Florida 33327

Juan Carlos Miguelez
10410 SW 128th Place
Miami, Florida

Maria L. DiGiorgio
1500 Bay Road, Unit 554
Miami Beach, Florida 33139

ARTICLE VII
INDEMNIFICATION

The corporation shall indemnify, to the fullest 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 another enterprise.

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment made thereto, provided such action does not violate or contravene Florida law.

IN WITNESS WHEREOF, the Corporation has caused these amended and restated Articles of Incorporation to be executed this 6 day of July, 2004.

Secretary-Maria L. DiGiorgio

NORTHERN CAPITAL INSURANCE INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Northern Capital Insurance Inc. at the place designated in Article V of the Articles of Incorporation, the undersigned, Maria L. DiGiorgio, accepts such appointment and agrees to act in this capacity, agrees to comply with the provision of 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.

Signature: ______________________
Maria L. DiGiorgio

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing acceptance of Registered Agent for Northern Capital Management Inc. was acknowledged before me this 7th day of July, 2004, by, Maria L. DiGiorgio, who is personally known to me or who produced a valid Florida Drivers License as identification.

____
NOTARY PUBLIC

My Commission expires: 1/27/08

ERICA HOLGUIN
Notary Public - State of Florida
My Commission Expires Jan 27, 2008
Commission # DD285517
Bonded By National Notary Assn.