



## AMENDED AND RESTATED ARTICLES OF INCORPORATION

GREAT INSURANCE JOBS, INC., a Florida corporation (the "**Corporation**"), by and through its President, hereby adopts these Amended and Restated Articles of Incorporation as hereinafter set forth.

1. Pursuant to Sections 607.1003 and 607.1007 of the Florida Statutes, the Board of Directors of the Corporation and all of the holders of the voting capital stock of the Corporation, in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes, on September 25, 2008, adopted and approved these Amended and Restated Articles of Incorporation of the Corporation.

### ARTICLE I. Name

The name of this corporation (the "**Company**") is:

**GREAT INSURANCE JOBS, INC.**

### ARTICLE II. Business and Activities

This Company may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Company is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

### ARTICLE III. Capital Stock

Section 1. The authorized capital stock of this Company and the maximum number of shares of stock that this Company is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of \$0.001 per share.

Section 2. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

### ARTICLE IV. Principal Office

The mailing address and principal office of the Company is: 43 East Pine Street, Orlando, FL 32801.

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#### **ARTICLE V. Term of Existence**

The Company shall exist perpetually unless dissolved according to law.

#### **ARTICLE VI. Directors**

Section 1. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Company, but there shall always be at least one Director.

Section 2. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 3. Nothing in this Article shall be construed to preclude the Directors from serving the Company in any other capacity and receiving compensation therefor.

Section 4. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Company, for any cause deemed sufficient by such Shareholders or for no cause.

Section 5. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Company at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### **ARTICLE VII. Lost or Destroyed Certificates**

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Company.

#### **ARTICLE VIII. Amendment to Articles**

These Articles of Incorporation may be amended in the manner provided by law.

#### **ARTICLE IX. Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

#### **ARTICLE X. Indemnification**

Section 1. The Company shall indemnify its officers and directors against any liability incurred in any proceeding in which such individual is made a party to the proceeding

because he or she is or was an officer or director of the Company (a "Company Related Proceeding") if:

- (A) he or she acted and conducted himself/herself in good faith;
- (B) he or she reasonably believed: (1) in the case of conduct in his or her official capacity, that such conduct was in the best interest of the Company; or (2) in all other cases, that his or her conduct was, at least, not opposed to the best interests of the Company; and
- (C) in the case of any criminal Company Related Proceeding, he or she had no reasonable cause to believe that such conduct was unlawful.

Section 2. The Company shall advance the reasonable expenses incurred by any officer or director who is a party to a Company Related Proceeding if:

- (A) he or she furnishes the Company with a written affirmation of his or her good-faith belief that he or she has met the standard of conduct required for indemnification;
- (B) he or she furnishes the Company with a written undertaking, executed personally by him or her, or on his or her behalf, to repay the advance if it is determined that he or she did not meet such standard of conduct; and
- (C) a determination is made that the facts then known to those making the determination would not preclude indemnification.

Section 3. The Company shall indemnify each officer or director who was wholly successful, on the merits or otherwise, in defense of any Company Related Proceeding to which he or she was a party, against reasonable expenses incurred by him or her in connection with such Company Related Proceeding.

Section 4. An officer or director who is or was a party to a Company Related Proceeding may apply for indemnification to the court conducting such Company Related Proceeding or to another court of competent jurisdiction.

#### **ARTICLE XI. Shareholders' Agreements**

The Shareholders of the voting stock of the Company may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Company, provide for direct Shareholder management of the business and affairs of the Company, treat the Company as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Company by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Company and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Company Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation

referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

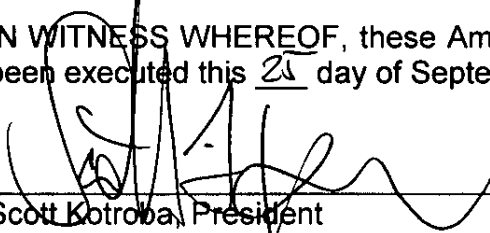
**ARTICLE XII. Affiliated Transactions**

This Company expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

2. The amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation required shareholder approval.

3. The shareholders unanimously approved the amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation. Voting by voting groups was not required for adoption.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 21 day of September, 2008.

  
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Scott Kotroba, President