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SECURITY STATE
TALLAHASSEE, FLORIDA

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General Counsel Advisors, P.A.

January 10, 2005

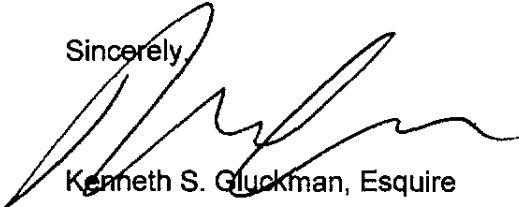
Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**RE: Amended and Restated Articles of Incorporation of American United Employers II,
Inc. (formally SDG Services, Inc.)**

To Whom It May Concern:

On behalf of our client, SDG Services, Inc. this letter is to request that you change the name, address, the registered agent, and the registered agent's office for SDG Services, Inc. Enclosed please find the Amended and Restated Articles of Incorporation of American United Employers II, Inc. and a check in the amount of Forty-three Dollars and Seventy-five Cents (\$43.75) for the Filing Fee and a Certificate of Status. Thank you for your assistance in this matter. Please contact me if you have any questions or concerns.

Sincerely,



Kenneth S. Gluckman, Esquire

Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMERICAN UNITED EMPLOYERS II, INC.
(formally SDG Services, Inc.)**

AMERICAN UNITED EMPLOYERS II, INC., a corporation duly organized under the Florida Business Corporation Act, (the "Corporation") does hereby certify:

1. The name of the Corporation is: **AMERICAN UNITED EMPLOYERS II, INC.** The original Articles of Incorporation were filed with the Florida Secretary of State on February 26, 2001.
2. These Amended and Restated Articles of Incorporation restate and integrate and further amend the provisions of the Corporation's Articles of Incorporation, as amended (the "Restated Articles"). The amendments and restatements herein set forth have been duly approved by a vote of the Shareholders sufficient to approve the amendments stated herein in accordance with Chapter 607, Florida Statutes, on January 1, 2005.
3. The Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

ARTICLE I - NAME

The name of the Corporation is:

AMERICAN UNITED EMPLOYERS II, INC.

ARTICLE II - PRINCIPAL OFFICE

The corporate address is:

1001 North Lake Destiny Road
Suite 300
Maitland, Florida 32751

ARTICLE III - PURPOSE

The purpose of the Corporation is to engage in any lawful acts and activities permitted under Chapter 607, Florida Statutes and any other applicable Florida laws.

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ARTICLE IV - STOCK

The aggregate number of shares which the Corporation shall have authority to issue is 100 shares.

ARTICLE VI - DIRECTORS AND OFFICERS

The number of directors of the Corporation shall be such as from time to time shall be fixed in the manner provided in the by-laws of the Corporation (the "**By-laws**"). The election of directors of the Corporation need not be by ballot unless the By-laws so require.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The name of the Registered Agent of the Corporation is:

Sean C. Hall

and the address of the Registered Agent is:

2188 Woodridge Road
Longwood, Florida 32779

ARTICLE VIII - BYLAWS

The Board is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation, subject to the power of the shareholders to adopt, amend, or repeal such Bylaws.

ARTICLE IX - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under applicable law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or directors, or otherwise. No provision of these Articles of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to

furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

ARTICLE XI - INCORPORATOR

The name and address of the original incorporator of the Corporation was:

Debra A. Girard
RR 10 Box 943
Lake City, Florida 32025

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 1st day of January, 2005.

By: _____

Sean C. Hall

I am familiar with and accept the obligations of registered agent.