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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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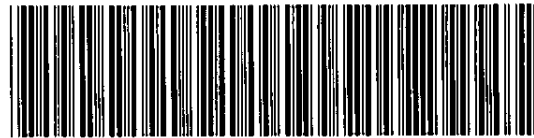
(Business Entity Name)

(Document Number)

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RECEIVED  
DEPARTMENT OF STATE  
OFFICE OF CORPORATIONS  
15 JAN 14 PM 4:38  
NOTIFIED  
TO KNOWLEDGE  
SUFFICIENCY OF FILING

FILED  
2015 JAN 14 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended/Restated  
@ 1.15.15

ACCOUNT NO. : I20000000195  
REFERENCE : 460921 4300043  
AUTHORIZATION : *Spivey*  
COST LIMIT : \$ 35.00

ORDER DATE : January 14, 2015  
ORDER TIME : 3:33 PM  
ORDER NO. : 460921-005  
CUSTOMER NO: 4300043

DOMESTIC AMENDMENT FILING

NAME: SUMMIT FINANCIAL SERVICES  
GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS:

*10*

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SUMMIT FINANCIAL SERVICES GROUP, INC.**

**FILED**  
2015 JAN 14 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Florida Business Corporation Act (Chapter 607, Florida Statutes) (the "FBCA"), Summit Financial Services Group, Inc., a Florida corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation in their entirety, as follows:

**ARTICLE I  
NAME**

The name of the corporation is **Summit Financial Services Group, Inc.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office and the mailing address of the Corporation is 595 S. Federal Highway, Suite 500, Boca Raton, Florida 33432.

**ARTICLE III  
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the FBCA as it now exists or may hereafter be amended and supplemented.

**ARTICLE IV  
AUTHORIZED SHARES**

The total number of shares of all classes of stock that the Corporation is authorized to issue is one thousand (1,000) shares, all of which shall be shares of common stock, with a par value of one cent (\$0.01) per share.

**ARTICLE V  
REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office is 1201 Hays Street, Tallahassee, FL 32301, and the name of its registered agent at such address is Corporation Service Company.

**ARTICLE VI  
AMENDMENTS**

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions consistent with the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said

laws, and all rights and privileges at any time conferred upon the shareholders of the Corporation by these Articles of Incorporation are granted subject to the provisions and reservations of this Article VI.

#### ARTICLE VII BYLAW AMENDMENTS

In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by the FBCA or other statutes or laws of the State of Florida, the Board of Directors is expressly authorized to make, alter, amend or repeal the bylaws of the Corporation, without any action on the part of the shareholders, but the shareholders may make additional Bylaws and may alter, amend or repeal any bylaw whether adopted by them or otherwise. The Corporation may in its bylaws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

#### ARTICLE VIII LIABILITY OF DIRECTORS

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision, action or failure to act, regarding corporate management or policy, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

#### ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors, administrators and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors, administrators or personal or legal representatives) in connection with

a proceeding (or part thereof) initiated by such person, unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right(s) to indemnification conferred by this Article IX shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition upon the Corporation's receipt of an undertaking by or on behalf of the director or officer to repay such amounts if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article IX.

The Corporation may, to the extent authorized from time to time in the Corporation's Bylaws or otherwise by resolution of the Board of Directors, provide rights to indemnification and/or to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article IX to directors and officers of the Corporation.

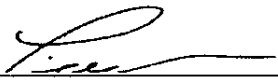
The rights to indemnification and to the advancement of expenses conferred in this Article IX shall not be exclusive of any other right(s) which any person may have or hereafter acquire under these Articles of Incorporation, the Bylaws of the Corporation, any statute, any agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this Article IX shall not adversely affect any rights to indemnification and/or to the advancement of expenses of a director of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

[signature page follows on next page]

IN WITNESS WHEREOF, the undersigned officer of the Corporation, hereunto duly authorized, has caused these Amended and Restated Articles of Incorporation to be duly executed as of this 9th day of January, 2015.

SUMMIT FINANCIAL SERVICES GROUP, INC.

By: \_\_\_\_\_

Name: Marshall T. Leeds

Title: President and Chief Executive Officer

### **ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for SUMMIT FINANCIAL SERVICES GROUP, INC. at the place designated in Article V of the Amended and Restated Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of such position as registered agent as provided for in Chapter 607, Florida Statutes.

CORPORATION SERVICE COMPANY

By:  \_\_\_\_\_

Dated: January 14, 2015

**Courtney Williams**  
**Asst. Vice President**

**CERTIFICATE  
REGARDING  
THE AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

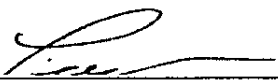
**OF SUMMIT FINANCIAL SERVICES GROUP, INC.**

SUMMIT FINANCIAL SERVICES GROUP, INC., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (Chapter 607, Florida Statutes) (the "FBCA"), for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida that:

1. The name of the Corporation is **Summit Financial Services Group, Inc.**
2. The Corporation's Amended and Restated Articles attached hereto (the "Restated Articles") contain various amendments to and a complete restatement of the Corporation's Articles of Incorporation (as amended to date), all as set forth in full in the Restated Articles.
3. The Restated Articles contain certain amendments which require shareholder approval and were duly adopted and approved by the Corporation's sole shareholder pursuant to a written consent dated as of June 11, 2014 in accordance with Section 607.0704 of the FBCA. The number of votes cast in favor thereof was sufficient for approval of the Restated Articles under the applicable provisions of the FBCA.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of January 9, 2015.

SUMMIT FINANCIAL SERVICES GROUP, INC.

By: 

Name: Marshall T. Leeds

Title: President and Chief Executive Officer