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Colodny, Fass, et al
(Requestor's Name)

204 S. Monroe Street
(Address)

(Address)

Tallahassee, FL 32301
(City/State/Zip/Phone #)

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954-492-4010
Rick Fidei

St. Johns MGA, Inc.
(Business Entity Name)

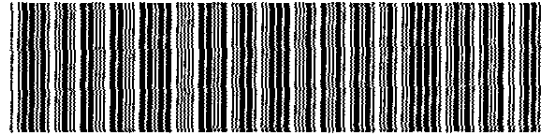
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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Amended + Restated / name chg.
mm
4/21/04

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
ST. JOHNS MGA, INC.**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned being a natural person, hereby acts as an incorporator adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE 1
NAME**

The name of the corporation shall be: ST. JOHNS MGA, INC. ("Company"). Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

**ARTICLE 2
OFFICE**

The principal office and mailing address of the Company shall be 5950 Hazeltine National Drive, Orlando, Florida 32822, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Company shall be kept at its principal office or at such other place as may be permitted by the Act.

**ARTICLE 3
PURPOSE**

The general nature of the business to be transacted by the Company shall be to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE 4
POWERS**

The Company shall have all of the common-law and statutory powers of a corporation for profit under the Laws of Florida, except as expressly limited or restricted by the terms of these Articles or the By-Laws, and all of the powers and duties reasonably necessary to operate the Company pursuant to the By-Laws, as they may be amended from time to time.

**ARTICLE 5
AUTHORIZED SHARES**

The Company shall be authorized to issue One Thousand (1,000) shares, having a par value of One Dollar (\$1.00) per share.

ARTICLE 6
TERM OF EXISTENCE

The Company shall have perpetual existence.

ARTICLE 7
INDEMNIFICATION

7.1 Personal Liability. The personal liability of the directors of the Company is hereby eliminated to the fullest extent permitted under the Laws of Florida, as the same may be amended and supplemented. Without limiting the generality of the foregoing, no director of the Company shall be liable to the Company or its shareholders for monetary damages (including, without limitation, any judgment, amount paid in settlement, fine, penalty, punitive damages, or expense of any nature including attorney's fees) for breach of any duty as a director, except for liability: (i) for any breach of the director's duty of loyalty to the Company or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) under Florida Statute §607.0831 or as provided in §607.0850, or (iv) for any transaction from which the director derived an improper personal benefit either directly or indirectly. No amendment to or repeal of this Article 7 shall apply to or have any effect on the liability or alleged liability of any director of the Company on, for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

7.2 Indemnification. The Company shall, to the fullest extent permitted by the provisions of Florida Statutes §607.0831 and §607.0850, as the same may be amended and supplemented, indemnify directors, officers and trustees who it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, or trustee and shall inure to the benefit of the heirs, executors, and administrators of such a person.

7.3 Amendment. No amendment, modification or repeal of this Article 7 shall adversely affect any right or protection of a director, officer or trustee that exists at the time of such amendment, modification or repeal.

ARTICLE 8
OFFICERS

The day to day affairs of the Company shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Company at its first meeting following the annual meeting of the shareholders of the Company and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The terms of office of the initial officers shall be for not more than one year after the date of incorporation of the Company. Officers shall serve until their successors are designated by the Board of Directors.

ARTICLE 9
DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Company shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist at any time of not less than five (5) directors.

9.2 Duties and Powers. All of the duties and powers of the Company shall be exercised exclusively by the Board of Directors, its officers, agents, contractors or employees.

9.3 Election; Removal. Directors of the Company shall be elected at the annual meeting of the Shareholders in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws. Elections of directors need not be by written ballot except and to the extent provided in the By-Laws of the Company.

9.4 Standards. Each Director shall discharge his or her duties as a director, including any duties as a member of a Committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Company. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Company whom the Director reasonably believes to be reliable and competent in the matters presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence; or a Committee of which the Director is not a member if the Director reasonably believes the Committee merits confidence. A Director shall not be liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his office in compliance with the foregoing standards.

ARTICLE 10
BY-LAWS

The first By-Laws of the Company shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws.

ARTICLE 11
INCORPORATOR

The name and mailing address of the incorporator for the Company and the person signing these articles of incorporation is Fred E. Karlinsky, whose address is 2000 W. Commercial Boulevard, Suite 232, Fort Lauderdale, Florida 33309.

ARTICLE 12
INITIAL REGISTERED OFFICE;
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the Company shall be at 2000 West Commercial Boulevard, Suite 232, Ft. Lauderdale, Florida 33309, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Fred E. Karlinsky.

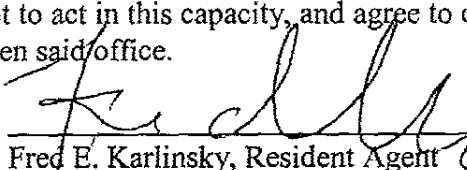
CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes the following is submitted, in compliance with said Act:

First. ST. JOHNS MGA, Inc. desiring to organize under the laws of the State of Florida with its registered office indicated in the Articles of Incorporation at 2000 W. Commercial Boulevard, Suite 232, Fort Lauderdale, Florida 33309 has named Fred E. Karlinsky, as its agent to accept service of process within this state. The undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

ACKNOWLEDGMENT:

Having been named to accept service of process for ST. JOHNS MGA, INC., at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Fred E. Karlinsky, Resident Agent

IN WITNESS WHEREOF, I have hereunto set my hand and seal as of the 24th day of November, 2003.

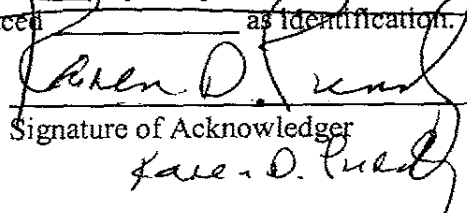

Fred E. Karlinsky, Incorporator

STATE OF FLORIDA :
: ss.
COUNTY OF BROWARD :

The foregoing instrument (Amended and Restated Articles of Incorporation for ST. JOHNS MGA, INC.) was acknowledged before me this 19 day of April, 2004, by Fred K. Karlinsky, who is personally known to me or who has produced _____ as identification.
My commission expires:



Karen D. Purdy
My Commission DD244914
Expires October 11 2007


Signature of Acknowledger
Karen D. Purdy

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF ARTICLES OF INCORPORATION
FOR
ST JOHNS MGA, INC.**

Pursuant to Sections 607.1006 and 607.1007, Florida Statutes, ST JOHNS MGA, INC. (the "Corporation") hereby amends and restates the Articles of Incorporation of the Corporation according to the Articles of Amendment and Restatement as follows:

FIRST:

The Amended and Restated Articles of Incorporation of the Corporation are attached hereto as Exhibit "A" and are incorporated herein by reference.

SECOND:

The Amended and Restated Articles of Incorporation contain an amendment to the Articles of Incorporation requiring shareholder approval, which among others, provides that the name of the Corporation shall be changed to St. Johns MGA, Inc.

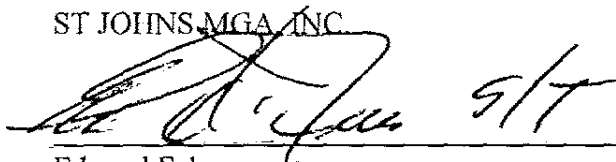
THIRD:

The foregoing Amended and Restated Articles of Incorporation was approved by the shareholders of the Corporation and the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

The foregoing Amended and Restated Articles of Incorporation was approved by the Corporation's shareholders on November 24, 2003.

IN WITNESS WHEREOF the undersigned Secretary and Treasurer of ST JOHNS MGA, INC., has executed the foregoing Articles of Amendment and Restatement of Articles of Incorporation this 24th day of November 2003.

ST JOHNS MGA, INC.

A handwritten signature in black ink, appearing to read "Edward Falzarano", is written over a horizontal line. To the right of the signature, the date "9/17" is handwritten.

Edward Falzarano
Secretary and Treasurer