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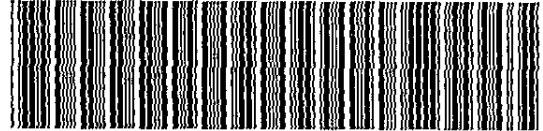
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Northern Capital Insurance Company

**DOCUMENT NUMBER:** P04000165637

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

Please return all correspondence concerning this matter to the following:

Maria DiGiorgio, Esq.

(Name of Contact Person)

(Firm/ Company)

7200 Corporate Center Drive, Suite 505

(Address)

Miami, Florida 33126

(City/ State and Zip Code)

For further information concerning this matter, please call:

Maria DiGiorgio

(Name of Contact Person)

at ( 786 ) 336-7080

(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  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

Northern Capital Insurance Company

(Name of corporation as currently filed with the Florida Dept. of State)

P04000165637

(Document number of corporation (if known))

FILED  
06 FEB -6 AM 8:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered," "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

The Amended and Restated Articles are attached hereto.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

**AMENDED AND RESTATED ARTICLES  
OF  
NORTHERN CAPITAL INSURANCE COMPANY**

Pursuant to the Board of Directors meeting of Northern Capital Insurance Company, a Florida corporation (herein, the "Corporation"), the Corporation hereby adopts these Restated Articles of Incorporation, which accurately copy the Articles of Incorporation (the "Articles of Incorporation") filed on December 9, 2004, along with the amendments thereto that are effect to date, and that are hereby made. All such amendments are in conformity with the Florida law.

These Restated Articles of Incorporation (the "Articles") were adopted by resolution of the Board of Directors of the Corporation on the 1st day of February, 2006. The Board voted unanimously to amend Article III of the Articles of Incorporation filed on December 9, 2004.

The Articles of Incorporation are hereby superseded by the following Restated Articles of Incorporation (the "Articles") which accurately copy the entire text thereof, along with the amendments set forth herein.

The undersigned incorporators to these Articles of Incorporation, *natural persons* over the age of eighteen (18) years, competent to contract and the majority of whom are citizens of the United State of America, hereby form a stock insurance corporation in accordance with Chapter 628, Florida Statutes, and other pertinent provisions of the Florida Insurance Code.

**ARTICLE I  
NAME**

The *name of the corporation* shall be NORTHERN CAPITAL INSURANCE COMPANY. The *principal place of business* of this corporation shall be 7200 Corporate Center Drive, Suite 505, Miami, Florida 33126 or as the Board of Directors shall determine from time-to-time.

**ARTICLE II  
NATURE OF THE BUSINESS**

The purpose of this corporation is to engage in the business of property and casualty insurance, and to conduct any and all lawful business incidental thereto as permitted under the laws of the 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 1,000,000 shares of common stock having a par value of \$1.00 per share. The corporation shall not commence transacting business until such time as the aggregate of its paid in capital and surplus as to policyholders totals at least 6.8 million dollars (\$6,800,000).

All shares of the Corporation shall be sold for lawful money of the United States or equivalent United States Government Securities; provided, however, the consideration received as surplus for any shares may also consist of any type of securities in which this Corporation would be permitted to invest under the Florida Insurance Code.

### **ARTICLE IV TERM OF EXISTENCE**

This Corporation shall exist perpetually.

### **ARTICLE V REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be 7200 Corporate Center Drive, Suite 505, Miami, Florida 33126, and the initial registered agent at such office shall be Maria L. DiGiorgio, Esq., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time-to-time, with respect to keeping an office open to receive service of process from the Florida Department of Financial Services, Office of Insurance Regulation.

### **ARTICLE VI BOARD OF DIRECTORS**

SECTION 1. The corporation shall have six (6) directors and never less than five (5) directors, 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 91<sup>st</sup> Street  
Miami, Florida 33196

Wayne Fletcher  
1163 Peregrine Way  
Weston, Florida 33327

John C. Laurie  
10804 Riverbank Terrace  
Bradenton, Florida 34212

Juan Carlos Miguelez  
10410 SW 128<sup>th</sup> Place  
Miami, Florida

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

SECTION 2. All corporate powers shall be exercised by or under the authority of the directors and the business and affairs of the Corporation shall be managed and administered pursuant to the policies adopted by the directors.

SECTION 3. The qualification, election and tenure of the directors shall be provided for in the Bylaws.

## **ARTICLE VII INCORPORATORS**

This corporation shall have five (5) incorporators, who are United States Citizens and who are over the age of eighteen. The name and residence address of each incorporator is:

Alexander Anthony  
1131 Oriole Avenue  
Miami Springs, FL 33166

Albert Fernandez  
15782 SW 91<sup>st</sup> Street  
Miami, Florida 33196

Wayne Fletcher  
1163 Peregrine Way  
Weston, Florida 33327

Juan Carlos Miguelez  
10410 SW 128<sup>th</sup> Place

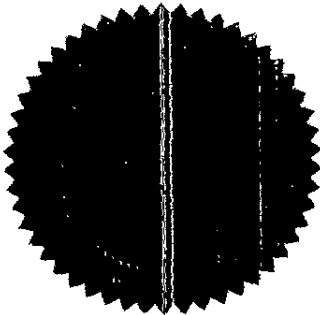
Miami, Florida

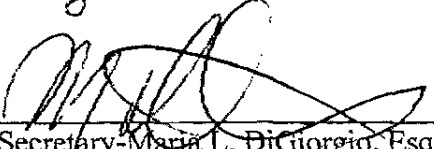
Maria L. DiGiorgio, Esq.  
1830 Meridian Avenuc, Apt. 201  
Miami Beach, Florida 33139

**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 the secretary to execute these Article of Incorporation this 1<sup>st</sup> day of February, 2006.



  
Secretary-Maria L. DiGiorgio, Esq.

The date of each amendment(s) adoption: 2/1/06

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature \_\_\_\_\_

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Maria L. DiGiorgio

(Typed or printed name of person signing)

Secretary \_\_\_\_\_

(Title of person signing)

**FILING FEE: \$35**