

Division of Corporations

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ATLANTIC SPECIALTY INSURANCE AGENCY, INC.

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Estimated Charge	\$43.75

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ATLANTIC SPECIALTY INSURANCE AGENCY, INC.

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the undersigned corporation hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is:

ATLANTIC SPECIALTY INSURANCE AGENCY, INC.

2. The text of the corporation's Amended and Restated Articles of Incorporation is as follows:

ARTICLE I

Name

The name of this corporation is ATLANTIC SPECIALTY INSURANCE AGENCY, INC.

ARTICLE II

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

Authorized Capital

The corporation is authorized to issue Ten Thousand (10,000) shares of common stock, with a par value of \$0.001 per share.

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ARTICLE IV

Address

The address of the principal office and the mailing address of the corporation is as follows:

777 S. Flagler Drive
West Tower, Suite 901-SSN
West Palm Beach, Florida 33401.

ARTICLE V

Registered Office and Agent

The street address of the registered office of the corporation is 777 S. Flagler Drive, West Tower, Suite 901, West Palm Beach, Florida 33401, and the name of the registered agent at such address is Steven Sloane Newburgh.

ARTICLE VI

Board of Directors

This corporation shall have at least one (1) director. The number of directors may be either increased or decreased from time to time by amendment to the By-Laws adopted by the stockholders. The duties and manner of electing or appointing directors shall be as set forth in the By-Laws of the corporation.

The name and address of the initial director, who, unless otherwise provided by law or the corporation's By-Laws, shall serve in such capacity for the first year of existence of the corporation or until his successor is elected or appointed and has qualified, whichever occurs sooner, is as follows:

Alberto Barron
14841 N. Coit Road, Suite 110
Dallas, Texas 75248

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ARTICLE VII

Officers

The officers of this corporation shall include a President, Secretary and Treasurer. Other officers may be established or appointed by the Board of Directors as it may deem appropriate. The qualification, time and manner of election or appointment, the duties, terms of office, and manner of removing officers shall be as set forth in the corporation's By-Laws.

The name and address of the initial officer, who shall serve in the capacities indicated for the first year of existence of the corporation or until his successor is elected and has qualified, whichever occurs sooner, is as follows:

Alberto Barron	President, Secretary
14841 N. Coit Road, Suite 110	and Treasurer
Dallas, Texas 75248	

ARTICLE VIII

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VIII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

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(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VIII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

3. The foregoing Amendment is hereby approved on March 27, 2007, by the sole incorporator of the corporation before the issuance of any shares by the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Restated and Amended Articles of Incorporation by its duly authorized officer this 27 day of March, 2007.

ATLANTIC SPECIALTY INSURANCE AGENCY, INC.

By: 

Steven Sloane Newburgh, Incorporator

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Steven Sloane Newburgh

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