

P08000004752

(Requestor's Name)

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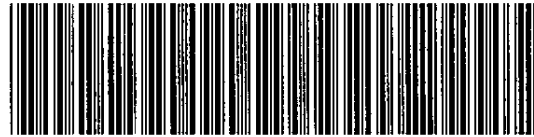
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

*And state  
9/14/09*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Vantage Insurance Services, Inc.

**DOCUMENT NUMBER:** P08000004752

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

Please return all correspondence concerning this matter to the following:

David Zippin

Name of Contact Person

Vantage Hospitality Group, Inc.

Firm/ Company

3300 N. University Drive, Suite 500

Address

Coral Springs, FL 33065

City/ State and Zip Code

dzippin@vantagehospitality.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David Zippin

Name of Contact Person

at ( 954 )

575-2668

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 19, 2009

DAVID ZIPPIN  
3300 N. UNIVERSITY DR., SUITE 500  
CORAL SPRINGS, FL 33065

SUBJECT: VANTAGE INSURANCE SERVICES, INC.  
Ref. Number: P08000004752

We have received your document for VANTAGE INSURANCE SERVICES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain  
Regulatory Specialist II

Letter Number: 409A00028117

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
VANTAGE INSURANCE SERVICES, INC.**

These Amended and Restated Articles of Incorporation (the "Articles") of Vantage Insurance Services, Inc. (the "Corporation") were duly adopted by the Board of Directors of the Corporation on June 1, 2009, and by the holders of a majority of the stock of the Corporation on June 12, 2009, the number of votes cast by the stockholders being sufficient for approval, in accordance with applicable provisions of the Florida Business Corporation Act.

The text of the Articles of Incorporation as amended or supplemented heretofore is hereby restated and further amended to read in its entirety as follows:

**ONE:** The name of the Corporation is Vantage Insurance Services, Inc.

**TWO:** The address of the registered office of the Corporation in the State of Florida shall be 3300 North University Drive, Suite 500, Coral Springs, Florida 33065. The name and address of the Corporation's registered agent in the State of Florida is Bernard T. Moyle, 3300 North University Drive, Suite 500, Coral Springs, Florida 33065.

**THREE:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Florida Business Corporation Act.

**FOUR:** (1) The maximum number of shares of stock that this Corporation is authorized to have issued and outstanding at any time is 1,000,000 shares of common stock at a value of \$.001 par value per share, which shall be known as Common Stock, it being understood that this shall be the only class of common stock, and 100,000 shares of preferred stock at a value of \$.001 par value per share.

(2) Shares of preferred stock may be issued from time to time in one or more series as may be established from time to time by resolution of the Board of Directors of the Corporation (the "Board of Directors"), each of which series shall consist of such numbers of shares and have such distinctive designation or title as shall be fixed by resolution of the Board of Directors prior to the issuance of any shares of such series. Each such class or series of preferred stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution of the Board of Directors providing for the issuance of such series of preferred stock. The Board of Directors is further authorized to increase or decrease (but not below the number of shares of such class or series then outstanding) the number of shares of any series subsequent to the issuance of shares of the series.

(3) Of the 100,000 shares of preferred stock authorized by Section Four of Article Four, there shall be and hereby is designated a class of preferred stock known as the Series A Founders Preferred Stock, consisting of 9 shares, with the following rights, preferences, and limitations:

**DIVIDENDS.** The Series A Founders Preferred Stock shall pay dividends *pari passu* with dividends paid to holders of any other security of the Corporation,

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

including but not limited to shares of Common Stock, Series B Convertible Preferred Stock, and any other class or series of capital stock hereafter issued (the Series A Founders Preferred Stock together with all such specified securities of the Corporation being referred to as "Corporate Securities"), on the following terms: each share of Series A Founders Preferred Stock shall pay a dividend equal to five percent (5%) of the aggregate dividends paid to holders of all Corporate Securities at such time as the Board of Directors, in its sole discretion, declares a dividend (if at all), and provided there are funds and assets legally available to declare and pay such dividends.

**CONVERSION.** Each share of Series A Founders Preferred Stock shall convert into a number of shares of Common Stock (the "Conversion Shares") equal to five percent (5%) of the total outstanding capital stock, on a fully-diluted basis (including all of the Corporate Securities that represent outstanding capital stock or Corporate Securities that are convertible into Common Stock, as if such conversion had occurred), which conversion will occur (i) contemporaneously with (a) the effectiveness of any sale, merger or other business combination of either the Corporation or substantially all of its asset or substantially all of its ongoing operations, or (b) the acquisition of the Series A Founders Preferred Stock by the Corporation upon the death of the holder of such stock, in accordance with the Shareholder's Agreement (as defined below); or (ii) immediately after payment of the First Preference (as defined below) and the Second Preference (as defined below), if any and, in any case, shall take place immediately and without notice to the holder or holders of the Series A Preferred Stock. The Series A Founders Preferred Stock shall not be converted into fractions of a share and, where applicable, will be rounded up to the nearest whole number of shares or other securities upon conversion into Conversion Shares.

**PREFERENCE ON LIQUIDATION.** In the event of any bankruptcy, liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the Series A Founders Preferred Stock will be entitled to share *pari passu* with the Series B Preferred Stock in a liquidation preference with respect to any payment of any nature whatsoever of the Corporation's Common Stock or other securities (the "First Preference"), the amount of which First Preference will be \$150,000. If the assets and funds of the Corporation available for payment to the holders of Series A Founders Preferred Stock and Series B Preferred Stock are insufficient to pay the First Preference, the entire remaining assets or property of the Corporation (the "Final Assets") will be paid ratably to the holders of the Series A Founders Preferred Stock and Series B Preferred Stock, in proportion to their respective liquidation preferences. The apportionment of the First Preference and the apportionment of the payment of the Final Assets (if necessary) will be made based on the percentage of the Conversion Shares that would be held by each holder of Series A Founders Preferred Stock and the Series B Convertible Preferred Stock, respectively, if their preferred stock was fully converted immediately prior to the effectiveness of any Liquidation. After distribution of the First Preference, the holders of the Series A Founders Preferred Stock will be entitled to a second liquidated preference in the amount of \$150,000 (the "Second Preference"), to be divided ratably among the holders of the Series A Founders Preferred Stock.

**RESERVATION OF COMMON STOCK ISSUABLE UPON CONVERSION.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, such number of its shares of Common Stock as shall from time to time be necessary to effect the conversion of all of the then-outstanding shares of Series A Founders Preferred Stock.

**PREEMPTIVE RIGHTS.** No holder of the Series A Founders Preferred Stock shall be entitled, as a right, to purchase or subscribe for any part of the unissued capital stock of the Corporation, or to purchase or subscribe for any bonds, certificates of indebtedness, debentures, or other securities convertible into or carrying options or warrants to purchase stock or other securities of the Corporation or by its nominee or nominees, or to have any other preemptive rights now or hereafter defined by the laws of the State of Florida.

**VOTING RIGHTS.** In addition to those voting rights that may be required by law, on each matter submitted to the holders of the Corporation's common stock, each share of Series A Founders Preferred Stock shall be entitled to cast a number of votes equivalent to the number of votes that would be cast by the Conversion Shares into which their preferred stock would be convertible immediately prior to the record date for any vote.

**RETURN OF STATUS AS AUTHORIZED SHARES.** Upon any conversion or redemption of the Series A Founders Preferred Stock, the shares converted or redeemed will be automatically returned to the status of authorized and unissued shares of preferred stock, available for future designation and issuance pursuant to the terms of the Articles.

(4) Of the 100,000 shares of preferred stock authorized by Section 1 of Article Four, there shall be and hereby is designated a class of preferred stock known as the Series B Convertible Preferred Stock, consisting of 35 shares, with the following rights, preferences and limitations:

**DIVIDENDS.** The Series B Convertible Preferred Stock shall pay dividends *pari passu* with dividends paid to holders of any Corporate Securities, on the following terms: each share of Series B Convertible Preferred Stock shall pay a dividend equal to one percent (1%) of the aggregate dividends paid to holders of all Corporate Securities at such time as the Board of Directors of the Corporation, in its sole discretion, declares a dividend (if at all), and provided there are funds and assets legally available to declare and pay such dividends.

**CONVERSION.** Each share of Series B Convertible Preferred Stock shall be converted into Conversion Shares equal to one percent (1%) of the total outstanding capital stock, on a fully-diluted basis (including all of the Corporate Securities that represent outstanding capital stock or Corporate Securities that are convertible into Common Stock, as if such conversion had occurred), which conversion will occur (i) contemporaneously with (a) the effectiveness of any sale, merger or other business combination of either the Corporation or substantially all of its asset or substantially all of its ongoing operations, or (b) the acquisition of the Series B Convertible Preferred Stock by the Corporation upon the death of the holder of such stock, in accordance with the Shareholder's Agreement (as defined below); or (ii) immediately after payment of the First

Preference to Series A Founders Preferred Stock and Series B Convertible Preferred Stock and the Second Preference to Series A Founders Preferred Stock, if any; and, in any case, shall take place immediately and without notice to the holder or holders of the Series B Convertible Preferred Stock. The Series B Convertible Preferred Stock shall not be converted into fractions of a share and, where applicable, will be rounded up to the nearest whole number of shares or other securities upon conversion into the B Conversion Shares.

**PREFERENCE ON LIQUIDATION.** In the event of Liquidation, the Series B Preferred Stock will be entitled to share *pari passu* with the Series A Founders Preferred Stock in the First Preference. If the assets and funds of the Corporation available for payment to the holders of Series A Founders Preferred Stock and Series B Preferred Stock are insufficient to pay the First Preference, the Final Assets will be paid ratably to the holders of the Series A Founders Preferred Stock and Series B Preferred Stock, in proportion to their respective liquidation preferences. The apportionment of the First Preference and the apportionment of the payment of the Final Assets (if necessary) will be made based on the percentage of the Conversion Shares that would be held by each holder of Series B Convertible Preferred Stock and the holders of the Series A Founders Preferred Stock, respectively, of their preferred stock was fully converted immediately prior to the effectiveness of any Liquidation.

**RESERVATION OF COMMON STOCK ISSUABLE UPON CONVERSION.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, such number of its shares of Common Stock as shall from time to time be necessary to effect the conversion of all of the then-outstanding shares of Series B Convertible Preferred Stock.

**NO PREEMPTIVE RIGHTS.** No holder of the Series B Convertible Preferred Stock shall be entitled, as a right, to purchase or subscribe for any part of the unissued capital stock of the Corporation, or to purchase or subscribe for any bonds, certificates of indebtedness, debentures, or other securities convertible into or carrying options or warrants to purchase stock or other securities of the Corporation or by its nominee or nominees, or to have any other preemptive rights now or hereafter defined by the laws of the State of Florida.

**VOTING RIGHTS.** In addition to those voting rights that may be required by law, on each matter submitted to the holders of the Corporation's common stock, each share of Series B Convertible Preferred Stock shall be entitled to cast a number of votes equivalent to the number of votes that would be cast by the holders of the Series B Convertible Preferred Stock if they had converted this stock into the Conversion Shares into which their preferred stock would be converted immediately prior to the record date for any vote.

**RETURN OF STATUS AS AUTHORIZED SHARES.** Upon any conversion or redemption of the Series B Convertible Preferred Stock, the shares converted or redeemed will be automatically returned to the status of authorized and unissued shares of preferred stock, available for future designation and issuance pursuant to the terms of the Amended and Restated Articles of Incorporation.

**BOARD REPRESENTATION.** Prior to the conversion of the Series B Convertible Preferred Stock to the Conversion Shares, the holders of the Series B Convertible Preferred Stock (acting together) shall appoint one (1) member to the Corporation's Board of Directors; provided, however, that the appointee must be qualified to serve as a member of the Corporation's Board of Directors; must be reasonably acceptable to a majority of the holders of the Corporation's Common Stock and to a majority of the holders of the Corporation's Series A Founders Preferred Stock; and must be willing to serve.

**FIVE:** In furtherance and not in limitation of the powers conferred by statute and subject to Article Six hereof, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the Bylaws of the Corporation (the "Bylaws").

**SIX:** Notwithstanding Article Five hereof, the Bylaws may be adopted, rescinded, altered or amended in any respect by the stockholders of the Corporation, but only by the affirmative vote of the holders of not less than 66 2/3% of the voting power of all outstanding shares of voting stock regardless of class and voting together as a single voting class; provided, however, that where such action is approved by a majority of the directors, the affirmative vote of a majority of the voting power of all outstanding shares of voting stock, regardless of class and voting together as a single voting class, shall be required for approval of such action.

**SEVEN:** The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. Except as may otherwise be provided pursuant to Section 2 of Article Four hereof in connection with rights to elect additional directors under specified circumstances which may be granted to the holders of any series of preferred stock, the exact number of directors of the Corporation shall be determined from time to time by a Bylaw or Amendment thereto, provided that the number of directors shall not be reduced to less than three (3), except that there need be only as many directors as there are stockholders in the event that the outstanding shares are held of record by fewer than three (3) stockholders. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

**EIGHT:** Each director shall serve until his successor is selected and qualified or until his death, resignation or removal; no decrease in the authorized number of directors shall shorten the term of any incumbent director; and additional directors, elected pursuant to Section 2 of Article Four hereof in connection with rights to elect such additional directors under specified circumstances that may be granted to the holders of any series of preferred stock shall serve for such term or terms and pursuant to such other provisions as are specified in the resolution of the Board of Directors establishing such series.

**NINE:** Except as may otherwise be provided pursuant to Section 2 of Article Four hereof in connection with rights to elect additional directors under specified circumstances which may be granted to the holders of any series of stock, newly created directorships resulting from any increase in the number of directors, or any vacancies on the Board of Directors resulting from death, resignation, removal or other causes, shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office until such director's successor shall have been elected and qualified or until such director's death, resignation or removal whichever first occurs.



**TEN:** Except for such additional directors as may be elected by the holders of any series of preferred stock pursuant to the terms thereof established by a resolution of the Board of Directors pursuant to Article Four hereof, any director may be removed from office with or without cause and only by the affirmative vote of the holders of not less than 66 2/3% of the voting power of all outstanding shares of voting stock entitled to vote in connection with the election of such director, voting together as a single voting class; provided, however, that where such removal is approved by a majority of the continuing directors, the affirmative vote of a majority of the voting power of all outstanding shares of voting stock entitled to vote in connection with the election of such director, voting together as a single voting class, shall be required for approval of such removal.

**ELEVEN:** Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called Annual Meeting or at a special meeting of stockholders of the Corporation, unless such action requiring or permitting stockholder approval is approved by a majority of the continuing directors, in which case such action may be authorized or taken by the written consent of the holders of outstanding shares of voting stock having not less than the minimum voting power that would be necessary to authorize or take such action at a meeting of stockholders at which all shares entitled to vote thereon were present and voted, provided all other requirements of applicable law and these Articles have been satisfied. Except as specifically set forth in this Article Eleven, no action may be taken by stockholders by written consent

**TWELVE:** Meetings of stockholders of the Corporation may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision of applicable law) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

**THIRTEEN:** The provisions set forth in this Article Thirteen and in Articles Five, Six, Seven, Eight, Nine, Ten, Eleven, and Twelve hereof may not be repealed, rescinded, altered or amended in any respect, and no other provisions or provisions may be adopted which impair(s) in any respect the operation or effect of any such provision, except by the affirmative vote of the holders of not less than 66 2/3% of the voting power of all outstanding shares of voting stock voting together as a single voting class, and, where such action is proposed by an interested stockholder or by any associated or affiliate of an interested stockholder, the affirmative vote of the holders of a majority of the voting power of all outstanding shares of voting stock, voting together as a single class, other than shares held by the interested stockholder which proposed (or the affiliate or associate of which proposed) such action, or any affiliate or associate of such interested stockholder; provided, however, that where such action is approved by a majority of the continuing directors, the affirmative vote of a majority of the voting power of all outstanding shares of voting stock, voting together as a single voting class, shall be required for approval of such action.

**FOURTEEN:** The Corporation reserves the right to adopt, repeal rescind, alter or amend in any respect any provisions contained in these Articles in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation. Notwithstanding the preceding sentence, the provisions set forth in Articles Five, Six, Seven, Eight, Nine, Ten, Eleven, Twelve and Fourteen may not be repealed, rescinded, altered or amended in any respect, and no other provision or provisions may be adopted which impair(s) in any respect the operation or effect of any such provision, unless such action is approved as specified in Article Thirteen hereof.

**FIFTEEN:** No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholder, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

This Corporation shall have the power to indemnify any person who was or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administration or investigation (other than action by or in the right of this Corporation) by reason of the fact that he is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this Corporation, and, with respect to any criminal action or proceeding, had no responsible cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith in a manner which he reasonably believes to be in or not opposed to the best interest of this Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

This Corporation shall have power to indemnify any person who was or is party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of this Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of this Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of this duty to this Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

To the extent that a director, officer, employee or agent of this Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Expenses incurred in defending a civil or criminal action, suit or proceeding, may be paid by this Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by this Corporation as authorized in this Article.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of

Florida, and by law, agreement, vote and stockholders or disinterested directors or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

This Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was director, officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not this Corporation would have the power to indemnify him against such liability under the provisions of this Article.

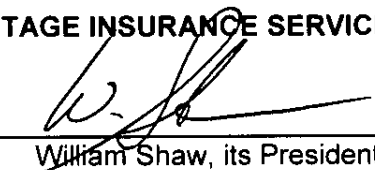
**SIXTEEN:** No contract or other transaction of the Corporation with any other person, firm or corporation, or in which this corporation is interested, shall be affected or invalidated by: (a) the fact that any one or more of the directors or officers of the Corporation is interested in or is a director or officer of such other firm or corporation; or, (b) the fact that any director or officer of the Corporation, individually or jointly with others, may be a party to or may be interested in any such contract or transaction, so long as the contract or transaction is authorized, approved or ratified at a meeting of the Board of Directors by sufficient vote thereon by directors not interested therein, to which such fact of relationship or interest has been disclosed, or the contract or transaction has been approved or ratified by vote or written consent of the stockholders entitled to vote, to whom such fact of relationship or interest has been disclosed, or so long as the contract or transaction is fair and reasonable to the Corporation. Each person who may become a director or officer of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the Corporation for the benefit of himself or any firm or corporation in which he may in any way be interested.

**SEVENTEEN:** The Corporation is not governed by §607.0901 of the Florida Business Corporation Act (governing affiliated party transactions).

**IN WITNESS WHEREOF VANTAGE INSURANCE SERVICES, INC.,** has caused these Amended and Restated Articles of Incorporation to be executed by the officer designated below as of the 20<sup>th</sup> day of August, 2009.

**VANTAGE INSURANCE SERVICES, INC.**

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

  
William Shaw, its President

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF  
VANTAGE INSURANCE SERVICES, INC.**

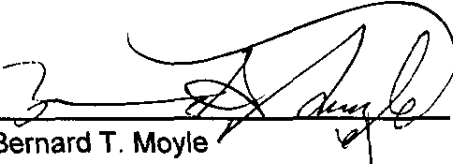
The undersigned, being all of the members of the Board of Directors of Vantage Insurance Services, Inc., a Florida corporation (the "Corporation") adopt the following resolution by unanimous written consent in lieu of a meeting and in accordance with Florida Statute §607.0821:

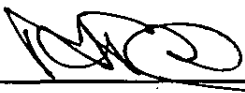
BE IT RESOLVED, that the Amended and Restates Articles of Incorporation attached hereto as Exhibit A are approved; and

BE IT FURTHER RESOLVED, that the officers of the Corporation are authorized to file with the State of Florida the Amended and Restated Articles of Incorporation.

The actions taken by this Unanimous Written Consent have the same force and effect as if taken by the undersigned at a meeting of the Board of Directors, duly called for and held pursuant to the laws of the State of Florida.

We have set our hand this 1st day of June, 2009.

  
Bernard T. Moyle

  
Roger J. Bloss

  
William Shaw

Articles of Amendment  
to  
Articles of Incorporation  
of

Vantage Insurance Services, Inc.

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

P08000004752

(Document Number of Corporation (if known))

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

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**

**(Principal office address MUST BE A STREET ADDRESS)**

**C. Enter new mailing address, if applicable:**

**(Mailing address MAY BE A POST OFFICE BOX)**

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

\_\_\_\_\_, Florida  
(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

  
Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

see attached

**F. If an amendment provides for an 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)*

The date of each amendment(s) adoption: June 12, 2009  
(date of adoption is required)

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

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

☒ The amendment(s) was/were adopted 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.

Dated August 3, 2009

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)

William Shaw

(Typed or printed name of person signing)

President

(Title of person signing)