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(Requestor's Name)

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☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
10 JAN 26 PM 1:30

26

B. KOHR

JAN 28 2010

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 262487 9796A

AUTHORIZATION

COST LIMIT

Legends Insurance Solutions, LLC
\$ 25.00 *105.00*

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DIVISION OF CORPORATIONS
10 JAN 26 PM 1:30

ORDER DATE : January 26, 2010

ORDER TIME : 3:15 PM

ORDER NO. : 262487-005

CUSTOMER NO: 9796A

jh

DOMESTIC AMENDMENT FILING

NAME: LEGENDS INSURANCE SOLUTIONS,
LLC

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: Kimberly Moret -- EXT# 2949

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 27, 2010

KIMBERLY MORET
CSC
TALLAHASSEE, FL

SUBJECT: LEGENDS INSURANCE SOLUTIONS, LLC
Ref. Number: L09000022731

RESUBMIT

Please give original
submission date as file date.

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DIVISION OF CORPORATIONS
10 JAN 26 PM 1:30

We have received your document for LEGENDS INSURANCE SOLUTIONS, LLC and the authorization to debit your account in the amount of \$25.00. However, the document has not been filed and is being returned for the following:

You cannot change an LLC to a corporation by filing and Amended and Restated Articles of Organization.

If this LLC wishes transform itself into a Florida corporation called ACENTRIA, INC., it must file an OTHER BUSINESS ENTITY INTO FLORIDA CORPORATION certificate of conversion along with a completed Articles of Incorporation document. The filing fee for this conversion would be \$105.00.

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) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 410A00002147

RECEIVED
10 JAN 28 AM 10:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
10 JAN 26 PM 1:30

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Legends Insurance Solutions, LLC

Enter Name of Other Business Entity

L040000022731

2. The "Other Business Entity" is a Limited Liability Company
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on March 9, 2009
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

Acentria, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 27 day of January, 2010.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: [Signature]

Printed Name: Mitchell J. Weinstein Title: Incorporator

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: [Signature]
Printed Name: Mitchell J. Weinstein Title: Member

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$ 8.75 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

This document prepared by:
D. Michael Chesser, Esq.
Chesser & Barr, P.A.
1201 Eglin Parkway
Shalimar, FL 32579

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
10 JAN 26 PM 1:30

**ARTICLES OF INCORPORATION
OF
ACENTRIA, INC.**

We, the undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation is **Acentria, Inc.** with the address of 1201 Eglin Parkway, Shalimar, Florida 32579, C/o D. Michael Chesser.

**ARTICLE II
PERIOD OF EXISTENCE**

The Company shall commence its existence upon the filing of these Amended and Restated Articles of Incorporation with the Florida Secretary of State, and shall thereafter continue in existence perpetually, unless earlier dissolved or extended in accordance with the Shareholder Agreement of Acentria, Inc. (the "Shareholder Agreement"), and/or the Florida Corporation Act.

**ARTICLE III
PURPOSE**

The Company is organized for the following purposes: (A) to facilitate the ownership, management, development, acquisition, disposition, and marketing of policies of insurance for prime customers and clients of the Company; (B) to accomplish any lawful activity or business whatsoever, or which shall at any time and from time to time appear to the Shareholders of the Company to be necessary, desirable, or appropriate for the protection of the Company and/or its assets; (C) to exercise all powers necessary to or reasonably connected with the Company's business, which may be legally exercised under the Florida Corporation Act; and (D) to engage in and perform all activities necessary, customary, convenient, or incident to any of the foregoing as the Shareholders may deem prudent and advisable.

ARTICLE IV SHARES

NUMBER: The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Capital Stock with a par value of \$1.00 per share.

INITIAL ISSUE: Such shares as may be considered to be in the best interest of the corporation shall be issued from time to time, but in any event the corporation shall have an initial capital of at least \$1,000.00

STATED CAPITAL: The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

DIVIDENDS: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Shareholder, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

NO CLASSES OF STOCK: The shares of the corporation are not to be divided into classes.

NO SHARE IN SERIES: The corporation is not authorized to issue shares in series.

ARTICLE V RESTRICTION ON SALE OF SHARES

Shares of stock in this corporation shall not be offered for sale or sold except to existing shareholders, without written consent of a majority of existing shareholders.

ARTICLE VI PRE-EMPTION RIGHT

All existing shareholders of stock shall have the right to purchase, pro-rata, any new shares of stock offered.

ARTICLE VII ADDRESS AND REGISTERED AGENT

The address of the initial registered agent of the corporation in the State of Florida shall be c/o Chesser & Barr, P.A., 1201 Eglin Parkway, Shalimar, Florida 32579. The name of the initial registered agent of the corporation at the above address shall be **D. Michael Chesser**. The Shareholders may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

**ARTICLE VIII
BOARD OF DIRECTORS**

The business of the corporation shall be managed by the shareholders. There shall be no Board of Directors.

**ARTICLE IX
OFFICERS**

The corporation shall have a President and a Secretary and may have additional and assistant officers, including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. Any two or more offices may be held by the same person.

**ARTICLE X
INCORPORATOR**

The name and address of the initial incorporator is as follows:

Mitchell J. Weinstein
3115 Legends Circle
Lakeland, FL 33803

**ARTICLE XI
AMENDMENT**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a majority vote of the common stock.

**ARTICLE XII
INDEMNIFICATION OF OFFICERS OR SHAREHOLDERS**

(a) The corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss, or judgment any officer, shareholder [or their attorney/3rd-party mediator] made a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as officer, employee or agent of the corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action

was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the corporation.

(b) Any indemnification under paragraph (a) shall be made by the corporation only as authorized in the specific case upon a determination that amounts for which an officer seeks indemnification were properly incurred and that such officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the shareholders that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this article. If the corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the corporation to indemnify under any applicable law.

IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed of these Articles of Incorporation in Polk County, Florida on the 27 day of January, 2010.



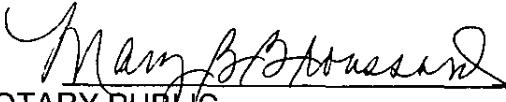
Mitchell J. Weinstein, Incorporator

STATE OF FLORIDA
COUNTY OF Polk

The foregoing instrument was acknowledged before me this 27 day of January, 2010, by **Mitchell J. Weinstein**, who are personally known to me or who has produced _____ as identification and who did/did not take an oath.

(SEAL)






NOTARY PUBLIC

ACENTRIA, INC.

ACCEPTANCE BY REGISTERED AGENT

I, **D. Michael Chesser**, having been named to accept service of process and hereby act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



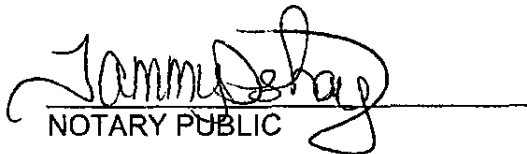
D. Michael Chesser
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 26th day of January, 2010, by **D. Michael Chesser**, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.



(SEAL)



NOTARY PUBLIC