

P15000058782

Florida Department of State

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

ACTIVE CAPITAL REINSURANCE CORP.

Document No. P15000058782

Pursuant to the provisions of Section 607.1007(2), Florida Statutes, the undersigned Florida Corporation hereby adopts the following Amended and Restated Articles of Incorporation which amend and restate the Articles of Incorporation filed on July 8, 2015, and having Document Number P15000058782, such Amended and Restated Articles of Incorporation having been approved unanimously by the Shareholders of the Corporation March 8, 2016:

The undersigned hereby files these Amended and Restates Articles of Incorporation order to form a corporation under the laws of the State of Florida.

ARTICLE I

Name and Principal Office of Corporation

The name of this Corporation shall be ACTIVE CAPITAL CORP. The principal address of the Corporation shall be Miami Center - Suite 800, 201 S. Biscayne Boulevard, Miami, Florida 33131. The mailing address of the Corporation shall be Miami Center - Suite 800, 201 S. Biscayne Boulevard, Miami, Florida 33131.

ARTICLE II

Purpose and Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporations Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

Amended and Restated Articles of Incorporation
ACTIVE CAPITAL CORP.

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ARTICLE III
Capital Stock

The total authorized capital stock of the Corporation shall be 10,000 shares of Common Stock, par value \$0.01 per share.

ARTICLE IV
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Juan Antonio Nifio
Miami Center - Suite 800
201 S. Biscayne Boulevard
Miami, Florida 33131

ARTICLE V
Term of Corporate Existence

The Corporation shall commence its existence on the date hereof and shall have perpetual existence, unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be Miami Center - Suite 800, 201 S. Biscayne Boulevard, Miami, Florida 33131 and the name of the initial Registered Agent of the Corporation at the above address shall be George Harper. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the Registered Agent.

ARTICLE VII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than five (5) persons, the exact number to be determined from time to time in accordance with the By Laws, and until such time as the By Laws have been adopted, the Board of Directors shall consist of one person.

ARTICLE VIII
Initial Board of Directors

The names and street address of the members of the initial Board of Directors of this Corporation, who shall hold office indefinitely, is as follows:

Amended and Restated Articles of Incorporation
ACTIVE CAPITAL CORP.

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Name

Address

Juan Antonio Niño 201 S. Biscayne Blvd., Suite 800
Miami, Florida 33131

Margarita Niño 201 S. Biscayne Blvd., Suite 800
Miami, Florida 33131

Juan Antonio Niño Reategui 201 S. Biscayne Blvd., Suite 800
Miami, Florida 33131

Manuel Antonio Eskildsen 201 S. Biscayne Blvd., Suite 800
Miami, Florida 33131

ARTICLE IX

By Laws

The Board of Directors shall adopt By Laws for the Corporation. The By Laws may be amended, altered or repealed by the shareholders or directors in any manner permitted by the By Laws.

ARTICLE X

Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

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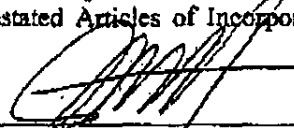
ARTICLE XI

Amendment

These Amended and Restated Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

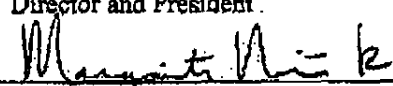
IN WITNESS WHEREOF, the undersigned being all of the Members of the Board of Directors have executed these Amended and Restated Articles of Incorporation this the date indicated below.

Date: March 17, 2016



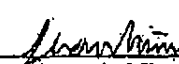
Juan Antonio Niño
Director and President

Date: March 17, 2016



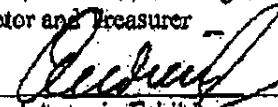
Margarita Niño
Director and Secretary

Date: _____



Juan Antonio Niño Reategui
Director and Treasurer

Date: March 17, 2016




Manuel Antonio Eskildsen
Director and Vice President

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

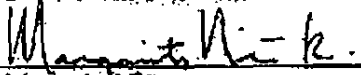
ACTIVE CAPITAL CORP., desiring to organize as a corporation under the laws of the State of Florida, has designated Miami Center - Suite 800, 201 S. Biscayne Boulevard, Miami, Florida 33131 as its initial Registered Office and has named George Harper, with a business office located at said address, as its initial Registered Agent.

Date: March 17, 2016



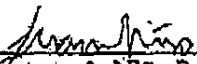
Juan Antonio Niño
Director and President

Date: March 17, 2016



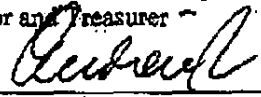
Margarita Niño
Director and Secretary

Date: March 17, 2016



Juan Antonio Niño Reategui
Director and Treasurer

Date: March 17, 2016



Manuel Antonio Eskildsen
Director and Vice President

Amended and Restated Articles of Incorporation
ACTIVE CAPITAL CORP.

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