

P93000019145

Requestor's Name

PO Box 1140

Address

222-2229

Tallahassee FL 32302

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ASSOCIATED INDUSTRIES INSURANCE & SERVICES, INC. P930000 K145
(Corporation Name) (Document #)

2. Amended &
(Corporation Name) (Document #)

3. Restated Articles
(Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☐ Walk in

☐ Pick up time

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☒	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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JUN 29 PM 3:09
TALLAHASSEE, FLORIDA
DIVISION OF REVENUE

Examiner's Initials

6/29/99

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

99 JUN 29 PM 3:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting in his capacity as President of Associated Industries Insurance Services, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Associated Industries Insurance Services, Inc. The Corporation's Articles of Incorporation were originally filed with the Secretary of State of the State of Florida on March 15, 1993 and assigned document number P93000019145. Articles of Amendment to the Corporation's Articles of Incorporation were filed with the Secretary of State of the State of Florida on January 6, 1995.

2. The undersigned hereby certifies, attests and serves notice that, pursuant to Sections 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act, the text of the Articles of Incorporation is hereby amended and restated to read in its entirety as follows:

ARTICLE I

Name and Principal Office

The name of the Corporation is Associated Industries Insurance Services, Inc. and the address of the principal office and the mailing office of the Corporation is 901 N.W. 51st Street, Boca Raton, Florida 33431-0704.

ARTICLE II

Registered Agent and Office

The street address of the registered agent of the Corporation is 901 N.W. 51st Street, Boca Raton, Florida 33431-0704 and the name of its registered agent at such address is Jon L. Shebel.

ARTICLE III

Purpose

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "FBCA"), including any amendments thereto. Without limiting the generality of the foregoing, the Corporation may engage in business as an administrator within the meaning of Section 626.88(1), Florida Statutes, a managing general agent within the meaning of Section 626.091, Florida Statutes, and a service company licensed by the Florida Department of Labor and Employment Security to administer self-insured workers' compensation plans.

ARTICLE IV

Capital Stock

The Corporation shall have authority to issue a total of 20,000,000 shares of common stock, no par value per share (the "Common Stock").

ARTICLE V

Share Reclassification

On the date of filing of the Amended and Restated Articles of Incorporation with the Secretary of State of Florida, the 100 issued and outstanding shares of the Corporation's previously authorized common stock, par value \$1.00 per share (the "Old Common Stock"), shall thereby and thereupon be classified and converted into 5,000,000 validly issued, fully paid and non-assessable shares of Common Stock reflecting a conversion of 50,000 shares of Common Stock for each one share of Old Common Stock. Each certificate that heretofore represented shares of Old Common Stock shall thereafter represent the number of whole shares of Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of each such certificate or certificates, new certificates evidencing and representing the number of shares of Common Stock to which such person is entitled.

ARTICLE VI

Bylaw Amendment

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and shareholders is expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Amended and Restated Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE VII

Shareholder Meetings; Keeping of Books

Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

ARTICLE VIII

Indemnification

The Corporation shall indemnify its directors to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article VIII shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking by or on behalf of the director to repay such amounts if it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VIII.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article VIII to directors of the Corporation.

The rights to indemnification and to the advance of expenses conferred in this Article VIII shall not be exclusive of any other right which any person may have or hereafter acquire under these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this Article VIII shall not adversely affect any rights to indemnification and to the advancement of expenses of a director of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

ARTICLE IX

Director Liability

No director shall be personally liable to the Corporation or any of its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereto is not permitted under the FBCA as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

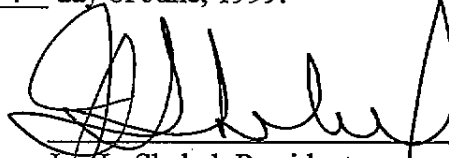
ARTICLE X

Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

Such amendment and restatement of the Articles of Incorporation has been duly authorized and directed by the Board of Directors of the Corporation at a meeting duly called and held on May 2, 1999, and by Written Consent of the Sole Shareholder of the Corporation, dated June 17, 1999, which shareholder's consent was sufficient for the approval of the amendment and restatement. Such amendment and restatement of the Articles of Incorporation supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the FBCA has executed these Amended and Restated Articles of Incorporation as of the 29th day of June, 1999.

A handwritten signature in black ink, appearing to read "Jon L. Shebel", written over a horizontal line.

Jon L. Shebel, President