



THE UNITED STATES  
CORPORATION  
COMPANY

P94000074362

ACCOUNT NO. : 072100000032

REFERENCE : 634028 3460C

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED  
MAR 22 PM 3:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 22, 2000

ORDER TIME : 12:52 PM

ORDER NO. : 634028-010

CUSTOMER NO: 3460C

CUSTOMER: Claire Scott, Legal Assistant  
Robert W. Stewart, P.a.  
Suite 1006  
999 Brickel Ave  
Miami, FL 33131

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-03/23/00--01001--013  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

DOMESTIC AMENDMENT FILING

NAME: THE ROYAL COMPANY FOR LIFE &  
HEALTH INSURANCE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

RECEIVED  
MAR 22 PM 3:13  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

G. COULLETTE MAR 23 2000

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF RESTATEMENT OF THE**  
**ARTICLES OF INCORPORATION OF**  
**THE ROYAL COMPANY FOR LIFE &**  
**HEALTH INSURANCE, INC.**

FILED  
00 MAR 22 PM 3:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In conformity with Fla. Stat. 607.1007, the undersigned corporation hereby files Articles of Restatement of its Articles of Incorporation:

- (a) The restatement contains amendments to the articles of incorporation which required shareholder approval
- (b) The information required as per Fla. Stat. 607.1006 is as follows:

1. The name of the corporation is THE ROYAL COMPANY FOR LIFE & HEALTH INSURANCE, INC.

2. The text of the restated Articles of Incorporation, including all amendments thereto through the date of this certificate, is as follows:

**Article I**  
**CORPORATE NAME**

The name of the corporation shall be THE ROYAL COMPANY FOR LIFE & HEALTH INSURANCE, INC.

**Article II**  
**ADDRESS**

The street address of the principal office and the mailing address of the corporation shall be 299 Alhambra Circle, Suite 503, Coral Gables, Florida 33134.

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**Article III**  
**AUTHORIZED SHARES**

The corporation is authorized to issue Ten Thousand (10,000) Class A voting common shares with a par value of One Dollar (\$1.00) per share and Ten Thousand (10,000) Class B non-voting common shares with a par value of One Cent (\$.01) per share. The Class A voting shares together shall have unlimited voting rights. The Class B non-voting shares shall carry no right to vote for the election of directors of the corporation and no right to vote on any matter presented to the shareholders of the corporation for their vote or approval except only as the laws of the State of Florida shall require that voting rights be granted to such Class B non-voting shares. In the event of a distribution of dividends or the liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of the Class A voting common shares and the Class B non-voting common shares shall be entitled to share in all of the dividends or assets thereby available for distribution in proportion to the par values of their respective shares, to wit, the holders of the Class A voting common shares shall be entitled to share in Ninety-Nine Percent (99%) of the dividends or the assets so distributed and the holders of the Class B non-voting common shares shall be entitled to share in One Percent (1%) of the dividends or assets so distributed.

**Article IV**  
**PREEMPTIVE RIGHTS**

The shareholders of the corporation shall not have a preemptive right to acquire the corporation's unissued shares.

**Article V**  
**PREFERENCES**

The board of directors shall not have any authority to establish any series of shares or to fix or determine any preferences, limitations or relative rights of shares issued by the corporation.

**Article VI**  
**REDEMPTION OF SHARES**

All shares of the corporation are redeemable by the corporation at the option of the corporation for cash upon the occurrence of events designated in the by-laws of the corporation.

**Article VII**  
**REGISTERED OFFICE**

The street address of the registered office of the corporation is 299 Alhambra Circle, Suite 503, Coral Gables, Florida 33134. The registered agent at that office is FERNANDO CORTES.

**Article VIII**  
**INCORPORATIONS**

The name and address of each incorporator is:

FERNANDO CORTES, SR.  
147 Alhambra Circle, Suite 210  
Coral Gables, Florida 33134

CHARLES PETERS  
147 Alhambra Circle, Suite 210  
Coral Gables, Florida 33134

FERNANDO CORTES, JR.  
147 Alhambra Circle, Suite 210  
Coral Gables, Florida 33134

**Article IX**  
**PURPOSE**

The purpose of the corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes, including but not limited to marketing, distribution,

sales and services of insurance products worldwide, and all related insurance business, as permitted by law.

## **Article X**

### **INDEMNIFICATION**

The corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Chapter 607, Florida Statutes.

## **Article XI**

### **BY LAWS**

The power to adopt, alter amend or repeal the by-laws of the corporation is reserved to the shareholders of the corporation who hold Class A voting shares of the corporation.

## **Article XII**

### **RESTRICTIONS ON TRANSFER OF SHARES**

Any transfer of shares of the corporation shall obligate the shareholders first to offer the corporation or the other shareholders an opportunity to acquire the shares proposed for transfer in such manner as from time to time shall be set forth in the by-laws of the corporation.

c. The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

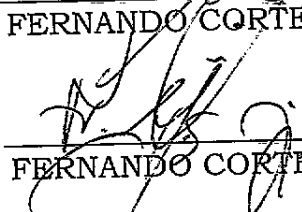
d. The amendment was adopted on \_\_\_\_ day of \_\_\_\_\_, 2000.

e. The amendment was adopted by action of the shareholders taken upon recommendation of the board of directors in conformity with Fla. Stat. 607.1003.

f. The number of votes cast for the amendment by the shareholders was sufficient for approval.


In witness whereof, this instrument was executed this 7<sup>th</sup> day of  
MARCH, 2000.

  
FERNANDO CORTES SR., President

  
FERNANDO CORTES JR., Secretary

STATE OF FLORIDA                     )  
  )SS:  
COUNTY OF MIAMI-DADE         )

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of  
MARCH, 2000, by FERNANDO CORTES SR., President and  
FERNANDO CORTES Jr., Secretary of the Royal Company for Life & Health  
Insurance, Inc., a Florida corporation, on behalf of the corporation, who are  
personally known to me and who did not take an oath.

  
NOTARY PUBLIC, State of Florida at large

My commission expires:

