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To: Division of Corporations  
Fax Number : (850) 617-6380

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
TED TODD INSURANCE, INC.**

Certificate of Status	0
Certified Copy	0
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Corporate Filing Menu

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**ARTICLES OF AMENDMENT  
OF  
THE ARTICLES OF INCORPORATION  
OF  
TED TODD INSURANCE, INC.  
DOC# P94000086626**

FILED  
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TED TODD INSURANCE, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act, does hereby certify as follows:

FIRST: The name of the Corporation is TED TODD INSURANCE, INC.

SECOND: In accordance with the Florida Business Corporation Act, the Board of Directors of the Corporation has recommended, and the Shareholders of the Corporation have approved, the following amendment to the Articles of Incorporation of the Corporation, which amendment deletes Article Five in its entirety and substitutes the following in its place and stead:

**ARTICLE FIVE**

The aggregate number of shares of capital stock that the Corporation shall have the authority to issue is One Hundred Thousand (100,000); of which (i) One Thousand (1,000) shares shall be Class A Voting Common Stock having a par value of One Cent (\$0.01) (the "Voting Stock") and (ii) Ninety-Nine Thousand (99,000) shares shall be Class B Non-Voting Common Stock having a par value of One Cent (\$0.01) (the "Non-Voting Stock"). The rights of the Voting Stock and the Non-Voting Stock shall be identical, except that the Non-Voting Stock shall not be entitled to vote other than as required by law.

THIRD: The present authorized capital stock of the Corporation is One Thousand (1,000) shares of One Dollar (\$1.00) par value stock, of which Five Hundred (500) are presently issued and outstanding. Immediately upon the filing of the Articles of Amendment, each

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outstanding share of the Corporation's Common Stock (the "Old Shares"), theretofore outstanding, shall, without any action on the part of the holder thereof become One (1) share of Voting Stock and Ninety Nine (99) shares of Non-Voting Stock (collectively, the "New Shares"); and the holder of the Old Shares shall thereafter be entitled to receive, upon conversion of all of the Old Shares, a certificate or certificates representing such number of New Shares as shall be determined hereto, rounded to the next highest number; provided, however, that the failure of the holder to so surrender the holder's certificates shall in no way affect the occurrence of the recapitalization.

FOURTH: The foregoing amendment has been duly adopted by the favorable vote of the holder of the issued and outstanding stock entitled to vote thereon pursuant to that certain Unanimous Written Consent of the Shareholders dated February 14, 2013, in accordance with Sections 607.1003 and 607.0704 of the Florida Business Corporation Act. Such consent was adopted and approved pursuant to the recommendation of the Board of Directors of the Corporation pursuant to that certain Unanimous Written Consent of the Board of Directors of the Corporation dated February 14, 2013, in accordance with Sections 607.1003 and 607.0821 of the Florida Business Corporation Act.

FIFTH: The number of shares entitled to vote for or against such amendment was Five Hundred (500) shares of the Corporation.

SIXTH: Pursuant to the aforementioned Unanimous Written Consent of the Shareholders, all Five Hundred (500) of the shares of the Corporation that were entitled to vote thereon were cast in favor of the amendment contained herein.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate to be signed by its President and attested by its Secretary this February 14, 2013.

**TED TODD INSURANCE, INC.**

By:   
**TED A. TODD**, President

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02/22/2013 10:03 FAX 239 947 8025

CUMMINGS & LOCKWOOD LLC

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Attest:

By:

  
MARILYN J. TODD, Secretary

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