

P9500000 8/41



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 245141 4332405

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 35.00

ORDER DATE : January 31, 1997

ORDER TIME : 3:47 PM

ORDER NO. : 245141-005

CUSTOMER NO: 4332405

CUSTOMER: Irving I. Lesnick, Esq  
Harnett Lesnick & Ripps, P.a.  
Suite 500  
150 E. Palmetto Park Road  
Boca Raton, FL 33432

600002075426--7

DOMESTIC AMENDMENT FILING

NAME: AMERICAN CLASSIC AGENCY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

*Amended & Restated 2/5/97*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 FEB -3 PM 4:06

FILED

DIVISION OF CORPORATION

97 FEB -3 AM 8:23

RECEIVED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 3, 1997

CSC - TONYA HOLLIDAY

TALLAHASSEE, FL

SUBJECT: AMERICAN CLASSIC AGENCY, INC.  
Ref. Number: P95000008141

We have received your document for AMERICAN CLASSIC AGENCY, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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 (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 697A00005507

RECEIVED  
97 FEB -4 PM 3:27  
DIVISION OF CORPORATIONS  
**RESUBMIT**  
Please give original  
submission date as file date.

AMENDED AND  
RESTATED ARTICLES OF INCORPORATION  
OF  
AMERICAN CLASSIC AGENCY, INC.

FILED  
97 FEB -3 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provision of Chapter 607 Florida Statutes, the undersigned corporation hereby adopts the following Restated Articles of Incorporation:

1. The name of the corporation is: American Classic Agency, Inc.

2. The Articles of Incorporation were filed in the Office of the Secretary of State on January 26, 1995.

3. The Articles of Incorporation are amended as follows:

(a) Article I is amended to change the principal office and mailing address of the Corporation.

(b) Article III is amended to change the purposes for which the corporation is organized.

(c) Article V is amended to change the address of the registered office and the registered agent.

(d) Section (b) of Article VI, relating to compensation of directors, is deleted

Section (b) of Article VI and Article VIII, are deleted as no longer applicable.

4. The Restated Articles of Incorporation, and the amendments made hereby, were authorized by the written action of the sole director and the sole shareholders, on December 31, 1996.

5. As so amended the Articles are restated as follows:

ARTICLE I  
NAME

The name of the corporation is American Classic Agency, Inc., and the address of the principal office and mailing address of the corporation is at 201 ATP Tour Boulevard, Suite 150, Ponte Vedra Beach, Florida 32082.

**ARTICLE II**  
**DURATION**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**  
**NATURE OF BUSINESS**

This corporation is organized for the following purposes:

- (a) acting as insurance agent, broker, sales representative, solicitor, consultant or intermediary; and
- (b) transacting any or all other lawful business.

**ARTICLE IV**  
**CAPITAL STOCK**

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

**ARTICLE V**  
**REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is c/o Harnett Lesnick & Ripps P.A., 150 East Palmetto Park Road, Suite 500, Boca Raton, FL 33432-4832, and the name of the registered agent of this corporation at that address is Irving I. Lesnick.

ARTICLE VI  
DIRECTORS

(a) Number. This corporation shall have one (1) director.  
The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.


ARTICLE VII  
BYLAWS

The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholder or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

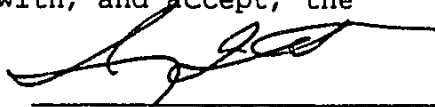
ARTICLE VIII  
AMENDMENT

This corporation reserves the right to amend to repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, this instrument has been executed by the Corporation on Dec. 31, 1996.

  
Gerald Policastro  
President

Having been named as registered agent for the above stated corporation, I hereby agree to act in that capacity, and I further state that I am familiar with, and accept, the obligations of that position.

  
Irving I. Lesnick  
Dated: Dec 31, 1996