

**95000008141**

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HENRY G. BACHARA, JR.  
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STEVEN E. BRUST  
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DENISE D. DELL  
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KARL J. SANDERS

TELEPHONE  
904/358-2222

TELECOPIER  
904/358-3407

January 25, 1995

**FEDERAL EXPRESS**

Florida Secretary of State  
Division of Corporation  
409 E. Gaines Street  
Tallahassee, FL 32399

**EFFECTIVE DATE**

1-25-95

**FILED**  
55 JAN 26 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for American Classic Agency, Inc. together with a check in the amount of \$122.50 to cover the filing fee and certified copy. I would appreciate it if you would return the certified copy to the undersigned at the above address.

Please advise if you have any questions.

Very truly yours,

*David L. Ralls*

David L. Ralls

DLR/sdt

Enclosures

300001390873  
-01/26/95--01121--009  
\*\*\*\*122.50 \*\*\*\*122.50

D. BROWN JAN 31 1995

EFFECTIVE DATE  
1-25-95

FILED  
95 JAN 26 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AMERICAN CLASSIC AGENCY, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

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 4 Sawgrass Village, Suite 140E, 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 purpose of transacting any or all 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

##### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 50 N. Laura Street, Suite 2200, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is David L. Ralls.

#### Article VI

##### Directors

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

(b) Initial Directors. The names and street addresses of the members of the first board of directors of the corporation is or are:

<u>Name</u>	<u>Street Address</u>
Gerald Policastro	4 Sawgrass Village, Suite 140E Ponte Vedra Beach, FL 32082

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) 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 shareholders 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

Incorporator

The name and address of the incorporator of this corporation is:

David L. Ralls  
50 N. Laura Street, Suite 2200  
Jacksonville, Florida 32202

Article IX

Amendment

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

IN WITNESS WHEREOF, the incorporator has executed these Articles the 25<sup>th</sup> day of January, 1995.

*David L. Ralls*

David L. Ralls  
Incorporator

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.

*David L. Ralls*

David L. Ralls

Dated: January 25, 1995

FILED  
95 JAN 26 PM 4:00  
TALLAHASSEE, FLORIDA

P9500000 8/41



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 245141 4332405

AUTHORIZATION :

*Rutvin Papp*

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

6000002075426--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: P9500008141

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 on 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 Veda 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.

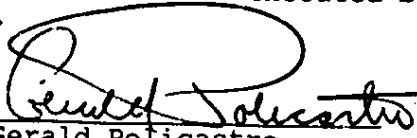
**ARTICLE VII**  
**BYLAWS**

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.

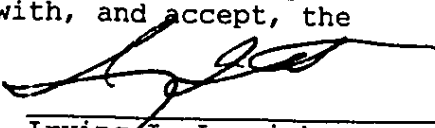
**ARTICLE VIII**  
**AMENDMENT**

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