

P95000012769

DEPARTMENT OF STATE  
DIVISIONS OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

SUBJECT AMTRUST NORTH AMERICA INC.  
(PROPOSED CORPORATE NAME)

200001405102  
-02/14/95--01025--013  
\*\*\*\*122.50 \*\*\*\*122.50

ENCLOSED PLEASE FIND AN ORIGINAL AND (1) ONE COPY OF THE  
ARTICLES OF INCORPORATION FOR THE ABOVE CORPORATION AND A  
CHECK IN THE AMOUNT OF \$122.50.

FROM: J. R. STIRLING  
1250 ROGERS ST., STE F  
CLEARWATER, FL 34616  
(813) 447-1153

EFFECTIVE DATE

FEB - 9 1995

RECEIVED  
STATE  
FEB 13 1995  
11:09 AM  
M.F.N.

ARTICLES OF INCORPORATION  
OF  
AMTRUST NORTH AMERICA INC.

FILED  
95 FEB 13 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the Florida Business Corporation Act and in accordance with the laws of the State of Florida, hereby adopts the following Articles of Incorporation

**EFFECTIVE DATE**

**FEB - 9 1995**

ARTICLE I

The name of this corporation shall be AMTRUST NORTH AMERICA INC.  
the effective date of incorporation shall be February 9, 1995

ARTICLE II

The general nature of the business or businesses to be conducted by this corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida shall be as follows

- (a) To operate various business ventures within the State of Florida
- (b) To buy, sell, deal in, lease, hold or improve real estate and the fixtures and personal property incident thereto
- (c) To borrow money and contract debts necessary for the transaction of its corporate rights
- (d) To apply and qualify to carry on the general nature of business or businesses as authorized by this corporate charter and/or any amendments in any state of the United States of America
- (e) To do all and anything necessary and proper for the accomplishment of the objectives enumerated in its Articles of Incorporation or amendments thereof or necessary or incidental to the protection or benefit of the corporation and, in addition to the specific powers enumerated herein, to have any and all rights, powers and privileges which are granted to corporations incorporated under the laws of the State of Florida and in that connection to carry on any lawful business necessary or incidental to the attainment of the objectives of the corporation, whether such business is similar in nature to the objectives set forth in the Articles of Incorporation or any amendment thereof

ARTICLE III

The capital stock of the corporation shall be divided into 1000 shares of common stock with par value of \$1.00 per share, and each share shall entitle the holder to vote at any meeting of the stockholders

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The principal offices of the corporation shall be located at 1250 ROGERS ST., STE F CLEARWATER, FL. 34616 and its mailing address is the same, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the State of Florida as may be determined and deemed expedient by the Directors.

ARTICLE VI

This corporation shall have one (1) director initially. The names and addresses of the initial directors are as follows:

J. R. Stirling  
1250 Rogers St., Ste F  
Clearwater, FL. 34616

ARTICLE VII

The name and address of the initial registered agent is:

J. R. Stirling  
1250 Rogers St., Ste F  
Clearwater, FL. 34616

and the officers of said corporation who shall hold office until their successors are elected shall be as follows:

J. R. Stirling	President
J. R. Stirling	Secretary/Treasurer

ARTICLE VIII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

The name and address of the incorporator to these Articles of Incorporation is:

J. R. Stirling  
1250 Rogers St., Ste F  
Clearwater, FL 34616

The undersigned has executed these Articles of Incorporation this 9th day of February, 1995

  
\_\_\_\_\_  
Signature/Title  
President

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
95 FEB 13 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA

- 1 THE NAME OF THE CORPORATION IS AMTRUST NORTH AMERICA INC. SECURITIES INC
- 2 THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS,  
J. R. STIRLING  
1250 ROGERS ST., STE F  
CLEARWATER, FL 34616

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

*J. R. Stirling*

DATE

2/10/95

P9500 DD 12769

Amtrust Mortgage Securities  
 1250 Rogers Street Second Floor  
 Clearwater, FL 34616

800001515838  
 -06/16/95--01088--005  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00

OFFICE USE ONLY

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

FILED  
 95 JUN 16 PM 1:18  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*OK*  
 P95000012769  
 Amend  
 6-16-95

Examiner's Initials \_\_\_\_\_

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

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AMTRUST NORTH AMERICA INC.  
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

SEE ATTACHED

FILED  
95 JUN 16 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**AMENDMENTS TO THE ARTICLES OF INCORPORATION  
OF  
AMTRUST NORTH AMERICA, INC.**

The undersigned secretary of Amtrust North America, Inc. hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these amendments to the original articles of incorporation of Amtrust North America, Inc. filed on February 13, 1995.

**ARTICLE III**

The capital stock of the corporation shall be divided into 1,000,000 shares of common stock with a par value of \$.50 per share, and each share shall entitle the holder to vote at any meeting of the shareholders.

**ARTICLE III A**

The corporation hereby authorizes 1,000 shares of preferred stock to be known as Series A preferred, with a par value of \$1,000.00 per share. Said stock is to be non voting and when issued will have a term of ten (10) years from the date of issue and will pay a dividend at the rate of five (5%) percent per annum, to be paid from the profits of the corporation.

*Justin L. ...*

**FILED**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JUN 16 PM 1:18



THIRD: The date of each amendment's adoption: May 1, 1995.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.  
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 12 of JUNE, 1995

Signature J.R. Stirling PRESIDENT  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

J.R. STIRLING  
Typed or printed name

PRESIDENT  
Title

FILED  
95 JUN 16 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P95000012769

AMs AMTRUST MORTGAGE SECURITIES  
1260 ROGERS STREET • 2ND FLOOR  
CLEARWATER, FLORIDA 34616

City/State/Zip Phone #

300001713203  
-02/13/96--01052--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00  
Office Use Only

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

1. Amtrust North-America, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_ Name Change  
(Corporation Name) (Document #)
3. \_\_\_\_\_ Amend  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

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96 FEB 13 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ADK  
2/20/96  
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Examiner's Initials

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
96 FEB 13 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amtrust North America, Inc.  
(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article 1: Amended

The name of this corporation shall be American Mortgage Securities, Inc.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: February 7, 1996

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 7th of February, 19 96

Signature J. R. Stirling, President  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

J. R. Stirling  
Typed or printed name

President  
Title