

P4500024219

BENNETT G. FELDMAN
ATTORNEY AT LAW
2635 LE JEUNE ROAD
SUITE 541
CORAL GABLES, FLORIDA 33134
TELEPHONE (305) 445 9909

FILED
95 MAR 24 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 22, 1995

700001439507
-03/24/95--01101--006
*****70.00 *****70.00

Secretary of State
Corporate Division
Tallahassee, Florida 32301

Re: AA TURNPIKE INSURANCE AGENCY, INC.

Dear Sir:

I herewith enclose the Articles of Incorporation for the above corporation together with a check in the amount of \$70.00 for filing fees. Also enclosed is an extra copy of the Articles which I would appreciate being file stamped and returned to me with the receipt for filing.

Very truly yours,

Bennett G. Feldman
BENNETT G. FELDMAN

MAR 27 1995

ARTICLES OF INCORPORATION
OF

AA TURNPIKE INSURANCE AGENCY, INC.

FILED
95 MAR 24 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby forms this corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

AA TURNPIKE INSURANCE AGENCY, INC.

and its business shall be carried on in Dade County, Florida, and the United States of America, as may be authorized by its Board of Directors.

ARTICLE II

The general nature of the business of the corporation shall be as follows:

A. To engage in the business of insurance agency; to sell and market insurance of all types; to act as agent for insurance companies; to do all things authorized by law.

B. To acquire, lease and otherwise acquire, own, use and dispose of property of all kinds, real, personal and/or mixed, to borrow money and to give security for same, to give mortgages upon assets of this corporation when deemed by the Board of Directors expedient to do so and for the performance of such other things as the Board of Directors may deem necessary for the furtherance of the interests of this corporation and in the exercise of the powers herein enumerated.

C. To do any and all of the things herein set forth to the same extent as natural persons might or could do as principals, agents, contractors or otherwise, and either alone, or in company with others, purchase, hold, and reissue any of the shares of its capital stock. In general, to carry on any other business in connection therewith, whether manufacturing or otherwise not specifically forbidden by the laws of the State of Florida, and with all powers conferred upon corporations by the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which this corporation shall have outstanding at any time shall be Ten Thousand (10,000) having \$1.00 par value per share, each of which shall be issued fully paid and non-assessable and shall be payable in lawful money of the United States of America or in services or property as a just valuation to be fixed by the Directors of the corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial Board of Directors of this corporation shall consist of one (1) member and may be increased from time to time by the By-Laws.

ARTICLE VI

The business of the corporation may be conducted by a President, Secretary and Treasurer, and by a Board of Directors mentioned in Article V.

ARTICLE VII

Every director, officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon him in connection with any proceedings to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, or employee of the corporation or any settlement thereof made with court approval, whether or not he is a director, officer or employee at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged to be liable for negligence or misconduct in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors, as well as the court, approves such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors for the first year of existence for the corporation, or until their successors are elected or appointed and have qualified shall be as follows:

Name	Address
Anthony M. Pascale	8900 S.W. 117th Avenue Miami, Florida 33186

ARTICLE IX

The name and address of the subscriber to this corporation is:

Name	Address
Bennett G. Feldman	2655 Lejeune Road, Suite 541 Coral Gables, Florida 33134

ARTICLE X

The principal office of the corporation shall be 8900 S.W. 117th Avenue, Miami, Florida 33186.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of March, 1995.

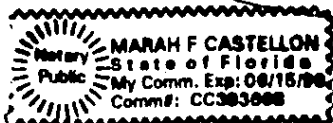
BENNETT G. FELDMAN

STATE OF FLORIDA)
COUNTY OF DADE) SS

The foregoing instrument was acknowledged before me this 22nd day of March, 1995 by Bennett G. Feldman, who is personally known to me or has produced _____ as identification and who did take an oath. ^

NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

FILED
95 MAR 24 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

AA TURNPIKE INSURANCE AGENCY, INC.

a Florida corporation, has named

Bennett G. Feldman
2655 Lejeune Road
Suite 541
Coral Gables, Florida 33134

as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


BENNETT G. FELDMAN

AA TURNPIKE INSURANCE AGENCY, INC. hereby appoints Bennett G. Feldman to be its registered agent.


BENNETT G. FELDMAN, Subscriber

P95000024219

BENNETT G. FELDMAN
ATTORNEY AT LAW
2633 LE JEUNE ROAD
SUITE 561
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 465 9909

November 20, 1996

Secretary of State
Corporate Division
Tallahassee, Florida 32301


000002012680--1
-11/22/96--01082--005
*****35.00 *****35.00

Re: AA TURNPIKE INSURANCE AGENCY, INC.

Dear Sir:

I herewith enclose an amendment the Articles of Incorporation for the above corporation together with a check in the amount of \$35.00 for filing fees. Also enclosed is an extra copy of the Articles which I would appreciate being file stamped and returned to me with the receipt for filing.

Very truly yours,


BENNETT G. FELDMAN

*Copy to
Linda*

FILED
96 NOV 22 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 NOV 22 PM 4:20

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**

AA TURNPIKE INSURANCE AGENCY, INC.

Pursuant to Section 607.1006, Florida Statutes, the undersigned corporation adopted the following amendment to its Article of Incorporation:

the name of the corporation is:

AA TURNPIKE INSURANCE AGENCY, INC.

Article I is amended to change the name of the corporation to:

AUTO INSURANCE AMERICA, INC.

This Articles of Amendment was adopted this 12th day of November, 1996. The corporation has only one group of voting stock and the number of votes cast for approval of the amendment was sufficient for approval by the group.

AA TURNPIKE INSURANCE AGENCY, INC.

By *Anthony Pascale*
ANTHONY PASCALE, President