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ATLANTA, GA 30309  
404-525-9171  
FAX 404-525-9172

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R96000071610



PRESTIGE FILE  
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

RECEIVED  
96 AUG 28 AM 10:55  
DIVISION OF CORPORATION

REFERENCE : 064891 169703A

AUTHORIZATION : *Patricia Leggett*

COST LIMIT : \$ 70.00

ORDER DATE : August 26, 1996

ORDER TIME : 9:29 AM

ORDER NO. : 064891

CUSTOMER NO: 169703A

CUSTOMER: Mr. James Pitaro  
WILSON ELSEER MOSKOWITZ  
EDELMAN & DICKER  
150 East 42nd. Street

700001934497

New York, NY 10017

DOMESTIC FILING

NAME: NW REINSURANCE BROKERS, INC.

RESERVATION # R96000004092

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

*8/28/96*

FILED  
DIVISION OF CORPORATIONS  
96 AUG 28 PM 2:10

**ARTICLES OF INCORPORATION**

**OF**

**NW Reinsurance Brokers, Inc.**

FILED  
CLERK OF THE STATE  
JULY 27 1996  
96 AUG 29 PM 2:10

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The corporate name for the corporation (hereinafter called the "corporation") is NW Reinsurance Brokers, Inc.

**SECOND:** The street address, wherever located, of the principal office of the corporation is 3800 International Place, 100 S.E. Second Street, Miami, Florida 33131.

The mailing address, wherever located, of the corporation is c/o Yolanda Vazquez, 1410 Mantua Avenue, Coral Gables, Miami, Florida 33146.

\* \* \* \* \*

**THIRD:** The number of shares that the corporation is authorized to issue is two hundred (200), all of which are without par value and are of the same class and are Common shares.

**FOURTH:** The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**FIFTH:** The name and the address of the incorporator are:

**NAME**

**ADDRESS**

James A. Pitaro

c/o Wilson, Elser, Moskowitz, Edelman & Dicker  
150 East 42nd Street, New York, NY 10017

**SIXTH:** No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

**SEVENTH:** The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

**EIGHTH:** The duration of the corporation shall be perpetual.

**NINTH:** The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**TENTH:** The corporate existence of the corporation shall begin upon the filing thereof.

Signed on August 26, 1996

FILED  
CLERK OF STATE  
CORPORATIONS

96 AUG 28 PM 2:10

  
James A. Pitaro, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By:   
[Name], [Title]

Vicki Schreiber, Asst. Vice President

Date: 8/27/96

P96000071610



ACCOUNT NO. : 072100000032  
REFERENCE : 290108 169703A  
AUTHORIZATION :  
COST LIMIT : \$ 35.00 PPD

ORDER DATE : March 11, 1997  
ORDER TIME : 9:39 AM  
ORDER NO. : 290108-005  
CUSTOMER NO: 169703A  
CUSTOMER: Mr. James Pitaro  
Wilson Elser Moskowitz Edelman  
150 East 42nd. Street  
New York, NY 10017

DOMESTIC AMENDMENT FILING

NAME: NW REINSURANCE BROKERS, INC.

EFFECTIVE DATE:

300002111353--2  
-03/12/97--01079--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

*Have Change*  
*DC*

FILED  
97 MAR 12 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 MAR 12 AM 10:51  
TALLAHASSEE, FLORIDA

3/14/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 12, 1997

CSC - MICHAEL KLUNK

TALLAHASSEE, FL

SUBJECT: NW REINSURANCE BROKERS, INC.  
Ref. Number: P96000071610

We have received your document for NW REINSURANCE BROKERS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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: 397A00012678

DIVISION OF CORPORATION

97 MAR 14 AM 8:57

RECEIVED

**RESUBMIT**  
Please give original  
submission date as file date.

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
NW REINSURANCE BROKERS, INC.

Pursuant to the provisions of sections 607.1002 and 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article "FIRST" of the Articles of Incorporation of NW Reinsurance Brokers, Inc. is hereby deleted in its entirety and a new Article "FIRST" is substituted in lieu thereof as follows:

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Reinmex Florida, Inc.

2. The Amendment was adopted on January /7, 1997.

3. The Amendment was adopted by the sole director of the corporation without shareholder action and shareholder action was not required.

Signed this 07 day of January, 1997.

Signature: \_\_\_\_\_

Yolanda Vasquez  
Director

FILED  
97 MAR 12 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA