

P97000017825

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

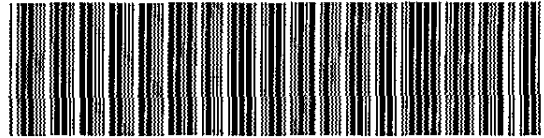
Special Instructions to Filing Officer:

RECEIVED

02 NOV 15 PM 1:03

CLERK OF COURT  
TALLAHASSEE, FLORIDA

Office Use Only



700008711977

FILED

2002 NOV 15 PM 2:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Approved, Keith N.C.*

C. Coulliette NOV 15 2002



ACCOUNT NO. : 072100000032

REFERENCE : 821829 4336650

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 43.75

ORDER DATE : November 15, 2002

ORDER TIME : 10:50 AM

ORDER NO. : 821829-005

CUSTOMER NO: 4336650

CUSTOMER: Michelle Smith, Corp Paralegal  
Baker & McKenzie  
19th Floor  
1200 Brickell Avenue  
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: AXA CORPORATE SOLUTIONS LATIN  
AMERICA, INC.

EFFECTIVE DATE: 11/15/2002

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**AXA CORPORATE SOLUTIONS LATIN AMERICA, INC.**

(Original Articles of Incorporation  
filed with the Secretary of State of  
the State of Florida on February 25, 1997,  
subsequently amended on May 22, 1998 and October 20, 2000)

**FILED**  
**2002 NOV 15 PM 2:09**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of the undersigned corporation are hereby amended and restated in their entirety as follows:

**ARTICLE I - NAME**

The name of the corporation (the "Corporation") is: **AXA RE LATIN AMERICA, INC.**

**ARTICLE II - ADDRESS**

The principal and mailing address of the Corporation is 1200 Brickell Avenue, Suite 1700, Miami, FL 33131.

**ARTICLE III - PURPOSE**

The general purpose for which the corporation is organized is to transact any or all lawful business permitted under the FBCA and the laws of Florida and the United States of America.

**ARTICLE IV - TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The effective date on which corporate existence shall begin is November 15, 2002.

## **ARTICLE V - REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 1200 Brickell Avenue, Suite 1700, Miami, Florida 33131, and the registered agent of this Corporation at that address is Jorge Linero.

## **ARTICLE VI - CAPITAL STOCK**

The total number of shares of stock the Corporation shall have authority to issue is 850,100 shares of common stock, \$1.00 par value per share.

## **ARTICLE VII - BOARD OF DIRECTORS**

The number of Directors constituting the Board of Directors of this Corporation shall be three (3) and the name and address of each person who is presently serving as a member thereof is:

Frederic De Courtois  
40 Rue du Colisee  
Paris, France

Dominique Maurin  
39 Rue du Colisee  
Paris, France

Marc Mirlink  
39 Rue du Colisee  
Paris, France

## **ARTICLE VIII - DIRECTOR QUORUM AND VOTING**

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

## **ARTICLE IX - VOTING REQUIREMENTS FOR SHAREHOLDERS**

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

**ARTICLE X - AMENDMENTS TO ARTICLES  
OF INCORPORATION AND BYLAWS**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Shareholders of this Corporation.

**ARTICLE XI - LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Article of Incorporation on November 13, 2002.

**AXA CORPORATE SOLUTIONS  
LATIN AMERICA, INC.**

By: 

Name: Jorge Linero

Title: President

**ACKNOWLEDGMENT:**

Having been named 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 obligations of my position as registered agent.

Dated this 13 day of November, 2002

A handwritten signature in black ink, appearing to read 'Jorge Linero', written over a horizontal line.

Jorge Linero

**CERTIFICATE  
RE  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**AXA CORPORATE SOLUTIONS LATIN AMERICA, INC.**

AXA CORPORATE SOLUTIONS LATIN AMERICA, INC., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is AXA RE LATIN AMERICA, INC.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles"), contain certain amendments to the Corporation's Articles of Incorporation, including provisions for: (i) changing the name of the corporation; (ii) the increase in the number of authorized shares of common stock from 50,000 shares to 850,100 shares; and (ii) changing the directors of the corporation.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were unanimously adopted, approved and recommended for shareholder approval by the Corporation's Board of Directors, and approved by the sole shareholder of the Corporation, by the Unanimous Joint Written Consent of the Sole Shareholder and the Board of Directors of the Corporation dated November 13, 2002, the number of votes cast being sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of November 13, 2002.

**AXA CORPORATE SOLUTIONS  
LATIN AMERICA, INC.**

By: 

Name: Jorge Linero

Title: President