

LAW OFFICES

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February 5, 1998

SENT VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gainesville Street
Tallahassee, Florida 32399

200002430192--9
-02/13/98--01057--001
****185.00 *****35.00

Re: **PRONTO INSURANCE SERVICES, INC.**
Document No. P97000045281 (7)
File No : 1235.1

200002430192--9
-02/13/98--01057--002
*****61.25 *****61.25

Gentlemen:

Enclosed are the originals of the following documents pertaining to the above corporation:

1. Amended and Restated Articles of Incorporation.
2. 1998 Annual Report.

Enclosed is a check in the amount of \$185.00 to pay for both the Annual Report and the Amended and Restated Articles of Incorporation. Please note that the Annual Report contains a change of Registered Agent for which no fee is necessary since it is being filed with the report.

I am also enclosing a separate check in the amount of \$61.25 to pay for both a certified copy of the Amended and Restated Articles of Incorporation as well as a Certificate of Status.

We would appreciate your forwarding the certified copies of the Articles of Incorporation and the Certificate of Status to our office in the enclosed prepaid Federal Express mailer.

Thank you for your cooperation in this matter.

Very truly yours,

PAUL M. KADE

PMK:lp
Enclosures
cc: Gus Parla

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PRONTO INSURANCE SERVICES INC.

ARTICLE I - NAME

The name of this Corporation is **PRONTO INSURANCE SERVICES INC.**

ARTICLE II - PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be: 1746 West 68th Street, Hialeah, Florida 33014.

ARTICLE III - DURATION

The Corporation shall have a perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. All shares of stock issued by the Corporation shall be paid in lawful money of the United States of America or in property, the just value of which shall be fixed by the Board of Directors in the manner provided for by the laws of the State of Florida.

ARTICLE VI - REGISTERED OFFICE & AGENT

The registered office of this Corporation shall be 9300 S. Dadeland Boulevard, Suite 408, Miami, Florida 33156, and the registered agent of this Corporation at such office shall be Paul M.

98 FEB -6 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Kade, Esq., who upon accepting this designation agrees to comply with the provisions of §48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - BOARD OF DIRECTORS

The Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than five (5). The name and address of the director constituting the Board of Directors is:

**Agustin Parla
1746 West 68th Street
Hialeah, Florida 33014**

ARTICLE VII - OFFICERS

The affairs of this Corporation shall be managed by its Board of Directors, acting through the officers of the Corporation consisting of a President, Vice President, Treasurer, and Secretary, and any other assistant vice presidents and secretaries as may be designated in the By-Laws of the Corporation. The officers of the Corporation shall be elected in the manner set forth in the By-Laws.

ARTICLE IX - BY-LAWS

The Board of Directors shall have full power to adopt, amend, or rescind the By-Laws by majority vote.

ARTICLE X - RESTRICTION ON TRANSFER OF STOCK

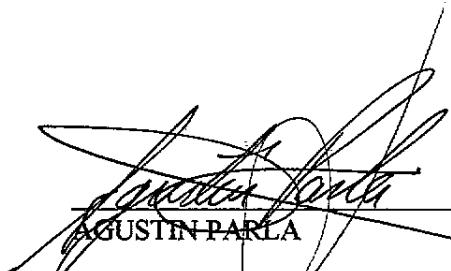
Stock in the corporation may be transferred to the corporation or to other shareholders without prior approval of the Board of Directors or other shareholders. However, any sale or


transfer of stock in the corporation to third parties must be approved in advance by the owners of not less than fifty six percent (56%) of the outstanding shares of stock and any attempted sale or transfer to a third party in violation of this provision is null and void.

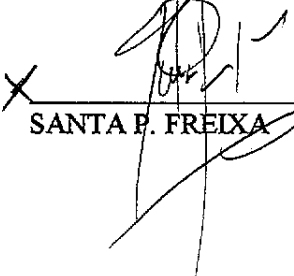
ARTICLE XI - AMENDMENT

Amendments to these Articles of Incorporation may be proposed by any shareholder, officer, or director. The Articles of Incorporation may be amended by resolution passed by a majority vote of the Board of Directors.

The undersigned, constituting all of the directors and/or shareholders of Pronto Insurance Services Inc., hereby certify that the above and foregoing Amended and Restated Articles of Incorporation were adopted on January 30, 1998, by all of the directors and shareholders of Pronto Insurance Service, Inc., and that the number of votes cast was sufficient for approval.


AGUSTIN PARLA


ANGELA PARLA


X SANTA P. FREIXA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing Amended and Restated Articles of Incorporation of PRONTO INSURANCE SERVICES INC., were acknowledged before me this 30 day of January, 1998, by Agustin Parla, Angela Parla, and Santa P. Freixa.


NOTARY PUBLIC

My Commission Expires: JUL-26-1998

MORAIMA SANTOS
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires July 26, 1998
Commission # CC395661

Personally Known: _____

or

Produced Following Identification: FL DL

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PRONTO INSURANCE SERVICES INC., at the place designated in the Articles of Incorporation, I, PAUL M. KADE, agree to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office.

DATED this 30 day of Jan, 1998.


Paul M. Kade, Registered Agent

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