

P97000054623

STEEL HECTOR & DAVIS LLP	
Requestor's Name	
215 S. MONROE ST./SUITE 601	
Address	
TALLAHASSEE 32301	222.2300
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00 DEC 28 PM 4:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. QUADRANT INVESTMENT BANKERS, INC. P97000054623
(Corporation Name) (Document #)
2. _____
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3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" 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	
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<input type="checkbox"/>	Fictitious Name
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IF YOU HAVE ANY QUESTIONS
REGARDING FILING PLEASE
CONTACT ELIZABETH AT 222.2300.
THANK YOU.

Amend + Re-state Acts
12-01
MAS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 28, 2000

STEEL HECTOR & DAVIS LLP

TALLAHASSEE, FL

SUBJECT: QUADRANT INVESTMENT BANKERS, INC.
Ref. Number: P97000054623

We have received your document for QUADRANT INVESTMENT BANKERS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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 (850) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 500A00064785

MAY WE PLEASE HAVE THE ORIGINAL FILING DATE OF DECEMBER 28, 2000.
THANK YOU VERY MUCH FOR YOUR ASSISTANCE REGARDING THIS MATTER.

RECEIVED
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DIVISION OF CORPORATION

FILED

00 DEC 28 PM 4:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
QUADRANT INVESTMENT BANKERS, INC.**

Quadrant Investment Bankers, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The original Articles of Incorporation of the Corporation were filed by the Florida Department of State on June 20, 1997;
2. The Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Shareholder and the Board of Directors on December 14, 2000;
3. The Articles of Incorporation of the Corporation are amended as follows:
 - (a) Article II is deleted and a new Article II is added which states the purpose of the Corporation.
 - (b) Article III is amended to authorize 5000 shares of Class A common stock, par value \$0.01 per share, and 5000 shares of Class B common stock, par value \$0.01 per share (collectively, the "Shares"). Article III also sets forth the voting rights of the Shares;
 - (c) Article IV is amended to list the current registered office of the Corporation and the current registered agent of the Corporation.
 - (d) Article V is amended to provide for an initial Board of Directors consisting of one director (Jeremy G. Harvey) with the current address of the director.
 - (e) Article VI is deleted and a new Article VI is added to require the approval of the board of directors and a majority of the Class A shares to amend the Articles of Incorporation.
 - (f) Article VII is added to provide for indemnification of directors and officers.
4. There are no discrepancies between the provisions of the Articles of Incorporation, as amended, and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the foregoing amendments.

The text of the Articles of Incorporation of the Corporation is restated with the amendments described above, effective as of the date of filing with the Department of State, to read as follows:

[Continued on next page.]

**ARTICLES OF INCORPORATION
OF
QUADRANT INVESTMENT BANKERS, INC.**

ARTICLE I

The name of the corporation is Quadrant Investment Bankers, Inc. (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The Corporation shall have the authority to issue 5000 shares of Class A common stock, par value \$.01 per share, and 5000 shares of Class B common stock, par value \$.01 per share. Except as specifically required by law and except as provided in the Articles or the Bylaws of the Corporation, the Class B shares are non-voting shares.

ARTICLE IV

The street address of the registered office of the Corporation is 515 N. Flagler Drive, West Palm Beach, Suite 300-P, Florida 33401 and the name of the registered agent of the Corporation at that address is Susan May.

ARTICLE V

The Corporation shall have an initial Board of Directors consisting of one director. This person shall serve as a director of the Corporation until one or more successors are elected and qualified. The name and address of the person who is to serve as director of the Corporation is Jeremy G. Harvey, 947 N. Ocean Blvd., Palm Beach, Florida 33408.

ARTICLE VI

The Articles of Incorporation of the Corporation may be amended only if the proposed amendment is approved by the affirmative vote of both (a) the board of directors of the Corporation and (b) a majority of the outstanding shares of Class A Common Stock.

ARTICLE VII

Section 1. Mandatory Indemnification.

(a) Except as provided below, the Corporation shall, and does hereby, indemnify, to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any such future legislation or decisions, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to such legislation or decision), each officer and director of the Corporation (including the heirs, executors, administrators and estate of the person) who was or is a party, or is threatened to be made a party, or was or is a witness, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and any appeal therefrom (collectively, a "Proceeding"), against all liability (which for purposes of this Article includes all judgments, settlements, penalties and fines) and costs, charges, and expenses (including attorneys' fees) asserted against him or incurred by him by reason of the fact that the person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan).

(b) Notwithstanding the foregoing, except with respect to the indemnification specified in Section 3 of this Article, (i) the Corporation shall indemnify a person entitled to indemnification under Section 1(a) in connection with a Proceeding (or part thereof) initiated by an indemnified person only if authorization for the Proceeding (or part thereof) was not denied by the Board of Directors of the Corporation within 60 days after receipt of notice thereof from the indemnified person and (ii) the Corporation shall not be required to indemnify or advance costs to any director or officer (or such person's heirs, executors, administrators or estate) in an action in which such person is an adverse party to the Corporation.

Section 2. Advance of Costs, Charges and Expenses. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1(a) of this Article in defending a Proceeding may be paid by the Corporation to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any future legislation or decisions, only to the extent that it permits the Corporation to provide broader rights to advance costs, charges and expenses than permitted prior to the legislation or decisions) in advance of the final disposition of the Proceeding, upon receipt of an undertaking reasonably satisfactory to the Board of Directors (the "Undertaking") by or on behalf of the indemnified person to repay all amounts so advanced if it is ultimately determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article; provided that, in connection with a Proceeding (or part thereof) initiated by such person (except a Proceeding authorized by Section 3 of this Article), the Corporation shall pay the costs, charges and expenses in advance of the final disposition of the Proceeding only if authorization for the Proceeding (or part thereof) was not denied by the Board of Directors of the Corporation within 60 days after receipt of a request for advancement accompanied by an Undertaking. A person to whom costs, charges and expenses are advanced pursuant to this

Article shall not be obligated to repay pursuant to the Undertaking until the final determination of (a) the pending Proceeding in a court of competent jurisdiction concerning the right of that person to be indemnified or (b) the obligation of the person to repay pursuant to the Undertaking. The Board of Directors may, upon approval of the indemnified person, authorize the Corporation's counsel to represent the person in any action, suit or proceeding, whether or not the Corporation is a party to the action, suit or proceeding.

Section 3. Procedure For Indemnification. Any indemnification or advance under this Article shall be made promptly, and in any event within 60 days after delivery of the written request of the director or officer. The right to indemnification or advances as granted by this Article shall be enforceable by the director or officer in any court of competent jurisdiction if the Corporation denies the request under this Article in whole or in part, or if no disposition of the request is made within the 60-day period after delivery of the request. The requesting person's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any action shall also be indemnified by the Corporation. It shall be a defense available to the Corporation to assert in the action that indemnification is prohibited by law or that the claimant has not met the standard of conduct, if any, required by current or future legislation or by current or future judicial or administrative decisions for indemnification (but, in the case of future legislation or decision, only to the extent that the legislation does not impose a more stringent standard of conduct than permitted prior to the legislation or decisions). The burden of proving this defense shall be on the Corporation. Neither the failure of the Corporation to have made a determination prior to the commencement of the action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct, if any, nor the fact that there has been an actual determination by the Corporation that the claimant has not met the applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 4. Survival of Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may now or hereafter be entitled under any statute, agreement, vote of stockholders or disinterested directors or recommendation of counsel or otherwise, both as to actions in the person's capacity as an officer or director and as to actions in another capacity while still an officer or director, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the estate, heirs, beneficiaries, executors and administrators of such a person. All rights to indemnification under this Article shall be deemed to be a contract between the Corporation and each director and officer of the Corporation described in Section 1 of this Article who serves or served as such at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish the rights to indemnification of such director or officer or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification. The Board of Directors of the Corporation shall have the authority, by resolution, to provide for indemnification of agents of

the Corporation and for such other indemnification of the directors and officers of the Corporation as it deems appropriate.

Section 5. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan), against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or the applicable provisions of the Florida Business Corporation Act.

Section 6. Savings Clause. If this Article or any portion is invalidated or held to be unenforceable on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each director and officer of the Corporation described in Section 1 of this Article to the fullest extent permitted by all applicable portions of this Article that have not been invalidated or adjudicated unenforceable, and as permitted by applicable law.

The undersigned executed these Amended and Restated Articles of Incorporation on December 14, 2000.



Jeremy G. Harvey, Chairman

**CERTIFICATE DESIGNATING THE NAME AND OFFICE ADDRESS
OF REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
DEC 28 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name of Corporation: Quadrant Investment Bankers, Inc.

Name and Office

Address of

Registered Agent: Susan May
 Quadrant Investment Bankers, Inc.
 515 N. Flagler Drive, Suite 300-P
 West Palm Beach, FL 33401

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this certificate. I agree to comply with Section 607.0505, Florida Statutes, and all other statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.

Dated: December 29, 2000

Susan May
Susan May