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ACCOUNT NO. : 072100000032

REFERENCE : 760104 5011275

AUTHORIZATION

Patricia Pizzuti

COST LIMIT : \$ 192.50

ORDER DATE : March 30, 1998

ORDER TIME : 10:40 AM

ORDER NO. : 760104-025

CUSTOMER NO: 5011275

CUSTOMER: Donald P. Dufresne, Esq
Broad And Cassel
Suite 500
400 Australian Avenue South
West Palm Beach, FL 33401

DOMESTIC AMENDMENT FILING

NAME: INTEGRITY FIRST INSURANCE
CORPORATION

EFFECTIVE DATE:

100002471861--0

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX(3) CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

CC

Amend + Restat
3-30-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 30 PM 2:20
RECEIVED
98 MAR 30 AM 11:20
DIVISION OF CORPORATION

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INTEGRITY FIRST INSURANCE CORP.

FILED STATE
SECRETARY OF CORPORATIONS
98 MAR 30 PM 2:20

Pursuant to Sections 607.1005 and 607.1007 of the Florida Statutes, INTEGRITY FIRST INSURANCE CORP., a Florida corporation (the "Corporation"), certifies that:

(1) The original Articles of Incorporation of the Corporation were filed with the Department of State on September 26, 1997.

(2) No shares of the Corporation have been issued.

(3) The Corporation originally had the following five Incorporators and Directors: Peter Buchanan, Kenneth M. Kaleel, Robert E. Johnson, Lex L. Barker, and Patrick J. Peduto.

(4) Since September 26, 1997, Peter Buchanan, Kenneth M. Kaleel and Robert E. Johnson have resigned from such positions as Directors and renounced and released their rights and responsibilities as Incorporators prior to the date hereof and such resignations were accepted by the Corporation.

(5) The Articles of Incorporation of the Corporation are hereby amended as follows:

ARTICLE V. CAPITAL STOCK is amended to provide that the Corporation is authorized to have common stock having a par value of \$.001 per share.

ARTICLE VII. BOARD OF DIRECTORS is amended to provide that the Corporation shall have a Board of seven (7) directors, whose term of office shall not be for more than one (1) year after the date hereof, all of whom are United States citizens and all of whom are over the age of 18. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than five (5). The directors' names and residential addresses of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Lex L. Barker	2860 Cessna Way Wellington, FL 33414
Patrick J. Peduto	3940 Buttercup Circle Palm Beach Gardens, FL 33410
Janeth Brody	212 Alexander Palm Road Boca Raton, FL 33432
Robbie S. Johnson	2078 Sunderland Avenue Wellington, Florida 33414
Olga Renzulli	2917 South Ocean Boulevard Highland Beach, FL 33487
Carol Fraser	14127 Equestrian Way Wellington, FL 33414
Thomas Cannell	124 Vista Luna Drive Davie, FL 33325

(5) The foregoing amendments were approved by the Incorporators of the Corporation.

(6) The Amended and Restated Articles of Incorporation of the Corporation were duly adopted by the Corporation's non-renouncing Incorporators on March 27, 1998.

(7) 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, which were adopted pursuant to Section 607.1005, Florida Statutes, and the omission of matters of historical interest.

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

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INTEGRITY FIRST INSURANCE CORP.

ARTICLE I. NAME

The name of the corporation is: INTEGRITY FIRST INSURANCE CORPORATION

ARTICLE II. ADDRESS

The principal place of business of the corporation is in Palm Beach County at the following address:

12794 Forest Hill Boulevard
Suite 34
Wellington, Florida 33414

ARTICLE III. COMMENCEMENT & TERM OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of filing these Articles of Incorporation and shall exist perpetually.

ARTICLE IV. NATURE OF BUSINESS

The purpose of the corporation is to engage in the following business activities:

1. Engage in every aspect of property and casualty insurance as specifically defined in Sections 624.604, 624.605 and 624.606 of the Florida Statutes for the following lines of insurance:

a) Homeowners Multi Peril

2. Any other lawful activity permitted to be conducted by insurance companies under the laws of the State of Florida.

ARTICLE V. CAPITAL STOCK

The maximum number of shares that the corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$.001 per share. The corporation shall not begin transacting business unless it achieves a capital and surplus of Five Million and No/100 (\$5,000,000) Dollars.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 12794 Forest Hill Boulevard, Suite 34, Wellington, Florida 33414, and the name of the corporation's initial registered agent at that address is ROBERT E. JOHNSON, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open to receive service of process from the Treasurer and Insurance Commissioner of the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

The corporation shall have a Board of seven (7) directors, whose term of office shall not be for more than one (1) year after the date hereof, all of whom are United States citizens and all of whom are over the age of 18. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than five (5). The directors' names and residential addresses of the initial Board of Directors are:

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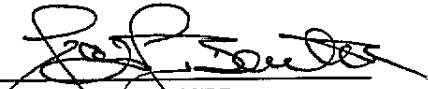
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on any shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators of the Corporation have executed these Amended and Restated Articles of Incorporation this 27th day of March, 1998.


LEX L. BARKER

DATED: 3-27-98


PATRICK J. PEDUTO

DATED: 3/27/98