

BRUCE G. KASSMAN, P.A.  
ATTORNEY AT LAW

Member of FL, CA and NY Bars

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December 14, 1998

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-12/17/98--01082--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: TOTAL INSURANCE.COM, INC.  
AMENDMENT/RESTATEMENT OF ARTICLES OF INCORPORATION


Dear Division of Corporations Representative:

Enclosed please find the restated/amended articles of incorporation for Total Insurance.Com, Inc. and law office check number 1818 for \$35.0 to cover the filing fee. Please file them at year earliest convenience.

Thank you for your attention to this matter. If you have any questions do not hesitate to call.

Very truly yours,

BRUCE G. KASSMAN, P.A.

  
Bruce Kassman  
BK:kg

Enclosures

FILED  
98 DEC 17 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEC 29 1998

RESTATED  
ARTICLES OF INCORPORATION  
OF  
TOTAL INSURANCE.COM, INC.

FILED  
98 DEC 17 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Total Insurance.Com, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1415 East Sunrise Boulevard, Suite 306, Fort Lauderdale, Florida 33304. The Shareholders may from time to time move the principal office to any other address in the State of Florida.

ARTICLE III - PURPOSE

The purpose of this corporation shall be the operation of internet businesses.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing with the filing of the articles of incorporation with the Department of State.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16<sup>th</sup> Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

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

The Corporation shall initially have three (3) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office, or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

Peter J. Matienzo  
19448 Bob-O-Link Drive, Miami, Florida 33015

Jim Nolan  
5<sup>th</sup> Floor, 100 West Cypress Creek Road  
Fort Lauderdale, Florida 33309

Matthew Diamond  
Unit 1701, 3500 Galt Ocean Drive  
Fort Lauderdale, Florida 33308

## **ARTICLE VIII - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

## **ARTICLE IX - IRC STOCK PROVISION**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

## **ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is granted subject to this reservation.

The By-laws of the corporation may be amended, changed, altered or repealed only by a vote of the Stockholders of the corporation.

## **ARTICLE XI - INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or

any former Officer or Director, to the full extent now or hereafter permitted by law.

#### ARTICLE XII - STOCKHOLDER QUORUM & VOTING REQUIREMENTS

The presence, in person or by proxy, of Shareholders holding more than sixty seven percent (67%) of the stock of the corporation entitled to vote shall constitute a quorum at all meetings of the Shareholders. Once a quorum exists, action on a matter is approved if at least 67% of the votes cast by the holders of the Shares represented at the meeting and entitled to vote on the subject matter favor the action.

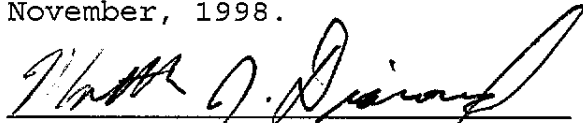
After a Quorum has been established at a Shareholders meeting, the subsequent withdrawal of Shareholders, so as to reduce the number of shares entitled to vote at the meeting below the number required for the Quorum, shall not effect the validity of any action taken at the meeting.

#### ARTICLE XIII - DIRECTOR QUORUM & VOTING REQUIREMENTS

The presence of all Directors shall constitute a quorum for the transaction of business by the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned.

If a Quorum of Directors is present when a vote is taken, action on a matter is approved if at least sixty-seven percent (67%) of all of the votes cast by the Directors favor the action.

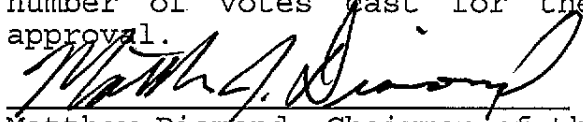
IN WITNESS WHEREOF, the undersigned subscriber executed these Restated and amended Articles of Incorporation on the 6<sup>th</sup> day of November, 1998.



Matthew Diamond, Chairman of the Board

#### CERTIFICATE OF STOCKHOLDER APPROVAL

The amendments to the Articles of Incorporation filed on November 6, 1998 were approved by the shareholders. The total number of votes cast for the amendments were sufficient for approval.



Matthew Diamond, Chairman of the Board