

P99000008983

WITMAN, STADTMAUER & MICHAELS, P.A.

COUNSELLORS AT LAW
26 COLUMBIA TURNPIKE
FLORHAM PARK, N.J. 07932-2246

LEONARD J. WITMAN*
GARY D. STADTMAUER*
ERIC J. MICHAELS†
BARBARA S. MURRAY
ROBIN S. LAZAROW
STEPHEN M. CHARME*
ANNE MARIE MAZZU
DANA A. BENNETT*
BRAD M. KAPLAN*
SARIT KEINAN BRONSNICK*
RUTH R. SCHWARTZ*

(973) 822-0220

FACSIMILE
(973) 822-1188

e-mail
wsm@injersey.com

March 10, 1999

* NJ & NY
° NJ, NY & MD
□ NJ & PA
† NJ, NY & FL

FEDERAL EXPRESS

Department of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

800002802248--3
-03/11/99-01053-001
*****35.00 *****35.00

RE: SAFEGUARD UNDERWRITERS INC.
Our File No.: 005336-003

Dear Sir or Madam:

Enclosed are one (1) original and two (2) copies of the Amended and Restated Articles of Incorporation of Safeguard Underwriters Inc. (the "Corporation"). Attached to the Amended and Restated Articles of Incorporation is the Certificate in Support of the Amended and Restated Articles of Incorporation.

Also enclosed is our firm's check in the amount of \$35.00 for filing the enclosed Amended and Restated Articles of Incorporation.

Please mark the enclosed copies of the Amended and Restated Articles of Incorporation "Filed" and return them to us in the enclosed reply envelope.

If you have any questions with respect to this filing, please call us.

Sincerely,

Beatrice Kwok
BEATRICE KWOK
Legal Assistant

Enclosures
cc: Steven Gross (w/enc)

FILED
99 MAR 11 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMT Rest
KPP
3/12

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

SAFEGUARD UNDERWRITERS INC.

FILED
99 MAR 11 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: The Department of State
State of Florida

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to the provisions of Chapter 607, Florida Business Corporation Act, of the Florida Statutes, does hereby execute the following Amended and Restated Articles of Incorporation:

ARTICLE I: The name of the corporation is Safeguard Underwriters Inc.

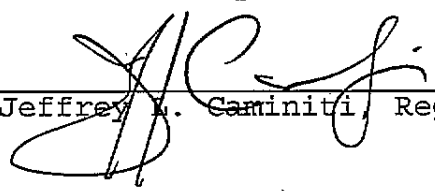
ARTICLE II: The principal place of business and mailing address of the corporation is 399 West Camino Gardens Boulevard, Suite 308, Boca Raton, Florida 33432.

ARTICLE III: (A) The aggregate number of shares which the corporation shall have authority to issue is Two Thousand (2,000), without par value of which One Thousand (1,000) shares without par value shall be designated "Class A Shares" and One Thousand (1,000) share without par value shall be designated "Class B Shares".

(B) The relative rights, privileges, and limitations of the Class A shares and the Class B Shares shall be in all respects identical, share for share, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Shares, and, except as otherwise required by law, the holders of the Class B Shares shall not have any voting power.

ARTICLE IV: The address of the corporation's initial registered office is 399 West Camino Gardens Boulevard, Suite 308, Boca Raton, Florida 33432 and the corporation's initial registered agent at such address is Jeffrey L. Caminiti.

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Article of Incorporation, 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.


Jeffrey L. Caminiti, Registered Agent

2/23/99
Date

ARTICLE V: The purpose for which the corporation is organized is to engage in any activity within the purposes for which corporations may be organized under Chapter 607, Florida Business Corporation Act, of the Florida Statutes.

ARTICLE VI: The number of directors constituting the initial Board of Directors shall be three (3) and the names and addresses of the directors are:

Jeffrey L. Caminiti	399 West Camino Gardens Blvd. Suite 308 Boca Raton, FL 33432
---------------------	--

Steven R. Gross	c/o Metro Insurance Services, Inc. 950 Stuyvesant Avenue P.O. Box 1422 Union, New Jersey 07083
-----------------	---

Barbara Gross	c/o Metro Insurance Services, Inc. 950 Stuyvesant Avenue P.O. Box 1422 Union, New Jersey 07083
---------------	---

ARTICLE VII: One or more or all of the directors of the Corporation may be removed without cause by the shareholders by the affirmative vote of the majority of the votes cast by the holders of shares entitled to vote for the election of directors.

ARTICLE VIII: The corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by Section 607.0850 of the Florida Business Corporation Act and to the full extent otherwise permitted by law.

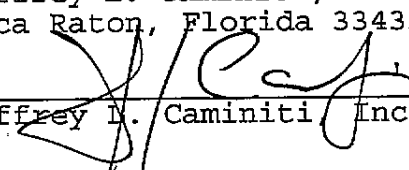
ARTICLE IX: To the full extent from time to time permitted by law, no director or officer of the corporation shall be personally liable to the corporation or to any of its shareholders for damages for breach of any duty owed to the corporation or to its shareholders except for liabilities arising from any breach of duty based upon an act or omission (1) in breach of a duty of loyalty to the corporation, (2) not in good faith or involving a knowing violation of law, or (3) resulting in receipt by such director or officer of an improper personal benefit. Neither the amendment or repeal of this Article IX, nor the adoption of any provision of this Articles of Incorporation inconsistent with this Article IX, shall eliminate or reduce the protection afforded by this Article IX to a director or officer of the corporation with respect to any matter which occurred, or any cause of action, suit or claim which but for this Article IX would have accrued or arisen, prior to such amendment, repeal or adoption.

ARTICLE X: The corporation shall have perpetual existence.

ARTICLE XI: The effective date of the Amended and Restated

Articles of Incorporation is the date of filing.

ARTICLE XII: The name and address of the incorporator is
Jeffrey L. Caminiti, 399 West Camino Gardens Boulevard, Suite 308,
Boca Raton, Florida 33432.



Jeffrey L. Caminiti, Incorporator

2/23/99
Date

CERTIFICATE IN SUPPORT OF
THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SAFEGUARD UNDERWRITERS INC.

To: The Department of State
State of Florida

FIRST: The name of the Corporation is Safeguard Underwriters Inc.

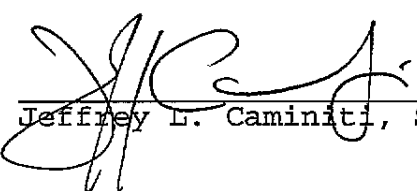
SECOND: The Amended and Restated Articles of Incorporation was adopted by unanimous consent of the Board of Directors on February 23, 1999.

THIRD: No shares of stock have been issued.

IN WITNESS WHEREOF, said Corporation has made this Certificate under the hands of its President and Secretary this 23rd day of February, 1999.

ATTEST:

SAFEGUARD UNDERWRITERS INC.


Jeffrey L. Caminiti, Secretary

By: 
Steven R. Gross, President