

TRANSMITTAL LETTER

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

FILED  
99 AUG 18 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-08/18/99--01073--015  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: St. George Underwriting Agency Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one<sup>2</sup>(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Elberto Vaughan  
Name (Printed or typed)

13424 SW 1<sup>st</sup> Terrace  
Address

Miami, FL, 33184  
City, State & Zip

(305) 278-1410  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN AUG 24 1999

## ARTICLES OF INCORPORATION

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation.*

### ARTICLE I    NAME

The name of the corporation shall be:

St George Underwriting Agency Inc.

### ARTICLE II    PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

12350 SW 132 Ct. Ste. 201  
Miami, Florida, 33186

### ARTICLE III    SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 Common Shares  
5,000 Class A - Special Shares  
5,000 Class B - Special Shares

#### COMMON SHARES

The Common Shares, subject to the preferences attached to Class "A" Special and Class "B" Special Shares, shall have attached thereto the following rights, privileges, restrictions and conditions:

- (a) the holders of Common Shares shall be entitled to receive dividends as and when the directors shall in their discretion declare dividends on the Common Shares and pay the same;
- (b) subject to the rights of holders of shares ranking to and on a parity with the Common Shares, the holders of Common Shares shall be entitled to receive the remaining property of the Corporation in the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs; and
- (c) The holders of Common Shares shall be entitled to receive notice of and to attend to one vote at any meeting of the shareholders of the Corporation for each Common Share held, except meetings at only holders of specified class of shares are entitled to vote.

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## CLASS A - SPECIAL SHARES

The Class "A" Special Shares shall have attached to them the following rights, privileges, restrictions and conditions:

- (a) The holders of Class "A" Special Shares shall be entitled to receive dividends when and in the amount the directors shall in their discretion declare dividends on Class "A" Special Shares and pay the same;
- (b) The Corporation may, at any time, upon giving notice as hereinafter provided, redeem all or any of the Class "A" Special Shares on payment for each share to be redeemed of the amount paid up thereon. Not less than thirty days notice in writing of such redemption shall be given by mailing such notice to the registered holders of Class "A" Special Shares to be redeemed, specifying the date and place of the redemption. If such notice is given by the Corporation and an amount sufficient to redeem the Class "A" Special Shares is deposited with a trust company or a bank, as specified in the notice, on or before the date fixed for redemption, the holders of such Class "A" Special Shares shall thereafter have no right against the Corporation in respect thereof except, upon the surrender of the certificate or certificates for such shares, to receive payment therefor out of the monies so deposited; provided that, if such monies are not deposited on or before the date fixed for redemption, the rights of the holders of Class "A" Special Shares shall remain unaffected until such monies are deposited;
- (c) The Corporation may at any time and from time to time purchase for cancellation the whole or any part of the Class "A" Special Shares at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the amount paid up per share;
- (d) The holders of Class "A" Special Shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any meetings of the shareholders of the Corporation but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange all or substantially all of the property of the Corporation other than in the ordinary course of business of the Corporation;
- (e) In the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Class "A" Special Shares shall be entitled to receive, before and distribution of any assets of the Corporation among the holders Common Shares of the Corporation, the amount paid up thereon; and
- (f) Any amendments to the articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to Class "A" Special Shares or to create special shares ranking in priority to or on a parity with Class "A" Special Shares, in addition to the authorization by a special resolution, must be authorized by at least two thirds of the votes cast at a meeting of Class "A" Special Shares duly called for that purpose.



## CLASS B - SPECIAL SHARES

The Class "B" Special Shares, subject the preferences attaching the Class "A" Special Shares, shall have attached to them the following rights, privileges, restrictions and conditions:

- (a) The holders of Class "B" Special Shares, shall not be entitled to receive dividends on Class "B" Special Shares;
- (b) The Corporation may, at any time, upon giving notice as hereinafter provided, redeem all or any of the Class "B" Special Shares on payment for each share to be redeemed of the amount paid up thereon. Not less than thirty days notice in writing of such redemption shall be given by mailing such notice to the registered holders of Class "B" Special Shares to be redeemed, specifying the date and place of the redemption. If such notice is given by the Corporation and an amount sufficient to redeem the Class "B" Special Shares is deposited with a trust company or a bank, as specified in the notice, on or before the date fixed for redemption, the holders of such Class "B" Special Shares shall thereafter have no right against the Corporation in respect thereof except, upon the surrender of the certificate or certificates for such shares, to receive payment therefor out of the monies so deposited; provided that, if such monies are not deposited on or before the date fixed for redemption, the rights of the holders of Class "B" Special Shares shall remain unaffected until such monies are deposited;
- (c) The Corporation may at any time and from time to time purchase for cancellation the whole or any part of the Class "B" Special Shares at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the amount paid up per share together with all dividends declared thereon and unpaid;
- (d) The holders of Class "B" Special Shares shall not be entitled to vote at any meeting of the shareholders of the Corporation but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof;
- (e) In the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Class "B" Special Shares shall be entitled to receive, before and distribution of any assets of the Corporation among the holders of any other class of shares of the Corporation, the amount paid up thereon together with any dividends declared thereon and not paid; and
- (f) Any amendments to the articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to Class "B" Special Shares or to create special shares ranking in priority to or on a parity with Class "B" Special Shares, in addition to the authorization by a special
- (g) Resolution, must be authorized by at least two thirds of the votes cast at a meeting of Class "B" Special Shares duly called for that purpose.



**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and the Florida street address of the initial registered agent are:

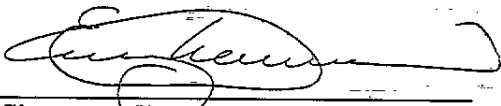
Elberto Vaughan  
13424 SW 1<sup>st</sup> Terrace  
Miami, FL 33184

**ARTICLE V INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation are:

Elberto Vaughan  
13424 SW 1<sup>st</sup> Terrace  
Miami, FL 33184

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
\_\_\_\_\_  
Signature/Incorporator

8/11/99

\_\_\_\_\_  
Date

*Having been named as registered agent and to accept service of the process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.*

  
\_\_\_\_\_  
Signature/Registered Agent

8/11/99

\_\_\_\_\_  
Date