

P99000111812

Division of Corporations

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Fax Number : (850) 205-0380

From: Account Name : GREENBERG TRAUER (ORLANDO)  
Account Number : 103731001374  
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BASIC AMENDMENT

SUMMIT HOLDING GROUP, INC.

Certificate of Status	0
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SECRETARY OF STATE  
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ent by: GREENBERG TRAUER

Amendment to Basic



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 10, 2003

SUMMIT HOLDING GROUP, INC.  
980 N FEDERAL HWY  
STE 310  
BOCA RATON, FL 33432

SUBJECT: SUMMIT HOLDING GROUP, INC.  
REF: P99000111812

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Our records show the Articles of Incorporation were amended and restated on July 16, 2001. Please correct your document.

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) 245-6869.

Teresa Brown  
Document Specialist

FAX Aud. #: H03000230388  
Letter Number: 603A00040879

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**Fax Audit No.: H03000230388 8**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SUMMIT HOLDING GROUP, INC.**

**FILED**  
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TALLAHASSEE, FLORIDA

Marshall T. Leeds, being the Chief Executive Officer of SUMMIT HOLDING GROUP, INC., a Florida corporation (the "Corporation"), hereby certifies that:

1. The name of the Corporation is SUMMIT HOLDING GROUP, INC. The Corporation was incorporated on December 30, 1999.
2. The Articles of Incorporation of the Corporation were duly amended and restated on July 16, 2001.
3. These Amended and Restated Articles of Incorporation restate and integrate and further amend the provisions of the Corporation's Articles of Incorporation, as amended.
4. The terms and provisions of these Amended and Restated Articles of Incorporation were adopted by the directors and the sole shareholder of the Corporation pursuant to written actions without a meeting of directors and shareholders executed as of July 7, 2003. The number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.
5. Pursuant to Sections 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act, the text of the Articles of Incorporation of the Corporation, as amended, is hereby amended and restated to read in its entirety as follows:

**"ARTICLE I - NAME**

The name of the corporation is SUMMIT HOLDING GROUP, INC. (hereinafter called the "Corporation" or "Summit").

**ARTICLE II - PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is 980 North Federal Highway, Suite 310, Boca Raton, Florida 33432.

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**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation in the State of Florida is 980 North Federal Highway, Suite 310, Boca Raton, Florida 33432. The name of its registered agent at that address is Marshall T. Leeds.

**ARTICLE V - CAPITAL STOCK**

The maximum aggregate number of shares of common stock, par value of \$.0001 per share (the "Common Stock"), that this Corporation shall have authority to issue is 1,000 shares.

**ARTICLE VI - INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of Directors of the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under Florida law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provision of these Amended and Restated Articles of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

**ARTICLE VII - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Incorporation this 7<sup>th</sup> day of July, 2003.

  
\_\_\_\_\_  
Marshall K. Leeds  
Chief Executive Officer

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