

Sunstate Research  
Requestor's Name

Address

**585267**

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. American Bankers Insurance  
(Corporation Name) (Document #)
2. Group, Inc  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

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☒ Certificate of Status

RECEIVED  
97 MAY 30 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Joy  
Amend  
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97 MAY 30 PM 11:05

**ARTICLES OF AMENDMENT**  
**FIRST AMENDMENT**  
**TO**  
**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**AMERICAN BANKERS INSURANCE GROUP, INC.**

**FILED**

**97 MAY 30 PM 1:43**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

1. The name of the corporation is American Bankers Insurance Group, Inc. (the "Corporation").

2. The Third Amended and Restated Articles of Incorporation of the Corporation is amended by deleting the first paragraph of Article IV, and substituting in its place the following:

"The Corporation shall be authorized to issue two classes of shares of stock to be designated, respectively, "Common Stock" and "Preferred Stock"; the total number of shares which the Corporation shall have authority to issue is 110,000,000 the total number of shares of Common Stock shall be 100,000,000 and each such share shall have a par value of One Dollar (\$1.00); and the total number of shares of Preferred Stock shall be 10,000,000 and each share shall be without par value."

(the "Amendment")

3. This Amendment was recommended by the board of directors to the holders of the Corporation's common stock, \$1.00 par value (the "Common Stock Holders"), at the Corporation's annual meeting of Common Stock Holders on May 23, 1997.

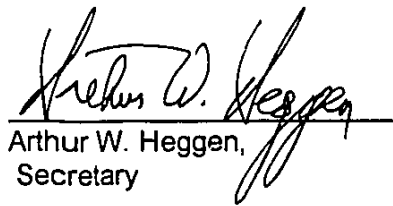
4. This Amendment was approved by a majority of the Common Stock Holders, which is the only group entitled to vote on the Amendment, and the number of votes cast for the Amendment was sufficient for approval.

IN WITNESS WHEREOF, American Bankers Insurance Group, Inc. has caused this Articles of Amendment to be executed on this 23rd day of May 1997.

(Corporate Seal)

AMERICAN BANKERS INSURANCE GROUP,  
INC.

Attest:

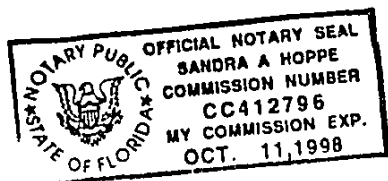
  
Arthur W. Heggen,  
Secretary

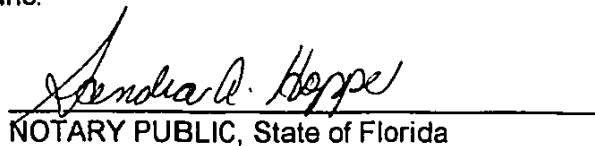
By:

  
Gerald N. Gaston, Vice Chairman of the Board,  
Chief Executive Officer and President

State of Florida                    )  
  )  
County of Dade                    )

The foregoing instrument was acknowledged before me this 23rd day of May 1997 by Gerald N. Gaston as Vice Chairman of the Board, Chief Executive Officer and President of American Bankers Insurance Group, Inc.



  
NOTARY PUBLIC, State of Florida

My Commission Expires:

October 11, 1998

Personally Known ☒ OR Produced Identification.  
Type of Identification Produced \_\_\_\_\_