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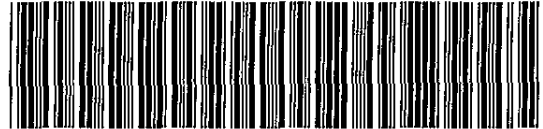
(Business Entity Name)

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Amend

05/19/05--01001--010 **35.00

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05 MAY 18 PM 3:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
05 MAY 18 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*for
5/19/05*



OFFICE OF INSURANCE REGULATION

KEVIN M. MCCARTY
COMMISSIONER

May 18, 2005

Mr. Edward W. Dougherty, Jr., Esquire
Iglar & Dougherty, P.A.
Attorneys at Law
2457 Care Drive
Tallahassee, Florida 32308

RE: Roche Surety & Casualty Company, Inc. – Amended Articles of Incorporation

Dear Mr. Dougherty:

The Articles of Amendment to Articles of Incorporation of Roche Surety and Casualty Company, Inc., submitted to the Office on April 5, 2005, have been approved by the Office. I have attached the triplicate originals of the Articles of Amendment that have been stamped “approved” by the Office. They will each need to be stamped “approved” by the Secretary of State. After they have been stamped by the Secretary of State, please send one of the three originals to the Office for our file.

Thank you for your assistance in this matter. Please give me a call at (850) 413-5246 should you have any questions.

Sincerely,

Libby Thomson
Reinsurance/Financial Specialist

Enclosure

FINANCIAL SERVICES
COMMISSION

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

APPROVED

MAY 18 2005

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF ROCHE SURETY AND CASUALTY COMPANY, INC.**

Docketed by: *John T. ...*

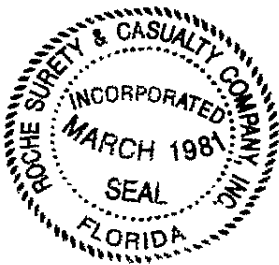
Pursuant to the provisions of Section 607.0704, *Florida Statutes*, Roche Surety and Casualty Company, Inc. ("Corporation") adopts the following Articles of Amendment to its Articles of Incorporation.

Amendment adopted: 4. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 2,000,000 shares of common stock, par value four dollars (\$4.00) per share.

In accordance with Section 607.1003, *Florida Statutes*, the foregoing Articles of Amendment were proposed and approved by the Board of Directors of the Corporation at a duly called meeting of the Board of Directors held on March 30, 2005, and consented and approved without a meeting by shareholders of the Company holding a majority of the outstanding shares of common stock of the Company on March 30, 2005. No other class of stock is outstanding.

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation executed these Articles of Amendment on this 30 day of March, 2005.

05 MAY 18 PM 4:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ROCHE SURETY AND CASUALTY
COMPANY, INC.**

Armando O. Roche

Name: Armando O. Roche
Its: Chairman/CEO

Attest: *George A. Pollock*

Name: George A. Pollock
Its: President/COO