

Division of Corporations

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From: *Sheri Curita*  
Account Name : FOWLER, WHITE 2  
Account Number : I19990000148  
Phone : (813) 228-7411  
Fax Number : (813) 228-9401

*Amend  
There is  
Effective date  
1-1-07  
CC*

*\* Please note effective date of 1/1/07 \* 106-2440*

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**ROCHE SURETY, INC.**

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
ROCHE SURETY, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Roche Surety, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE I**  
**Name**

The name of the corporation is Roche Surety, Inc.

**ARTICLE II**  
**Amendment**

Article IV of the Articles of Incorporation of the Corporation shall be amended in its entirety to read as follows:

**"ARTICLE IV**

(a) The total number of shares of capital stock authorized to be issued by the corporation (the "Shares") shall consist of one class only and shall be comprised of 2,000,000 shares of common capital stock having a par value of \$.01 per share of which (i) 4,000 shares shall be designated voting shares (the "Voting Shares"), entitling the holders thereof to one (1) vote with respect to all matters to be properly voted on by the stockholders of the corporation, and (ii) 1,996,000 shares shall be designated non-voting shares (the "Non-Voting Shares"), entitling the holders thereof to no voting rights. Each Voting Share and each Non-Voting Share shall participate equally in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution. All or any part of the Shares may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election."

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**ARTICLE III**  
**Date of Adoption**

The amendment was adopted by the Corporation's directors and shareholders on December 29, 2006.

**ARTICLE IV**  
**Manner of Adoption**

The amendment was duly approved by the shareholders of the Corporation and the number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated this 21 day of December, 2006, effective the 1st day of January, 2007.

**ROCHE SURETY, INC.,**  
a Florida corporation

By: 

Name: Armando O. Roche  
Title: Chairman/CEO

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