

MANG LAW FIRM, P.A.

ATTORNEYS & COUNSELORS

660 EAST JEFFERSON STREET

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TALLAHASSEE, FLORIDA 32302-3127

DOUGLAS A. MANG
CONNIE PECORI CREWS
WENDY RUSSELL WIENER
GARY D. WIMSETT, JR.

(850) 222-7710
FACSIMILE (850) 222-6019

February 26, 1998

VIA HAND DELIVERY

Secretary of State
409 East Gaines Street
George Firestone Bldg.
Tallahassee, FL 32399

900002441899-7
-02/27/98--01001-0003
*****52.50 *****52.50

Re: Independent Premium Finance Company (Florida), L.L.C.

Dear Sir or Madam:

Attached please find an Application by Foreign Profit Corporation to file Amendment to Application for Authorization to Transact Business in Florida submitted on behalf of the above-referenced corporation.

Also attached please find this firm's check number 11496 in the total amount of \$52.50 to cover the charge for a certified copy of the attached. Our courier will be more than happy to wait for the certified copy and return same to me upon completion. Your cooperation and assistance are greatly appreciated.

Sincerely,

Saundra Harkey
Paralegal

Attachment

cc: Brenda L. Sutherland, Esq. (via facsimile w/attach.)
Roy Bailey, Esq. (via facsimile w/attach.)
Wendy Russell Wiener, Esq.

98 FEB 26 PM 4:07
DIVISION OF CORPORATIONS
SECRETARY OF STATE

mk
3/14/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 1:15

March 2, 1998

SAUNDRA HARKEY
MANG LAW FIRM, P.A.
TALLAHASSEE, FL

SUBJECT: INDEPENDENT PREMIUM FINANCE COMPANY (FLORIDA),
L.L.C., LIMITED COMPANY
Ref. Number: M94000000088

We have received your document for INDEPENDENT PREMIUM FINANCE COMPANY (FLORIDA), L.L.C., LIMITED COMPANY and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

This AMENDMENT is being filed on a limited liability company. The "foreign profit corporation" AMENDMENT form cannot be used.

Please complete our form for AMENDMENTS to FOREIGN LIMITED LIABILITY COMPANIES.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 398A00011372

MANG LAW FIRM, P.A.
ATTORNEYS & COUNSELORS
660 EAST JEFFERSON STREET
POST OFFICE BOX 11127
TALLAHASSEE, FLORIDA 32302-3127

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(850) 222-7710
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March 18, 1998

VIA HAND DELIVERY

Mr. Buck Kohr, Corporate Specialist
Secretary of State
409 East Gaines Street
George Firestone Bldg.
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 1:15

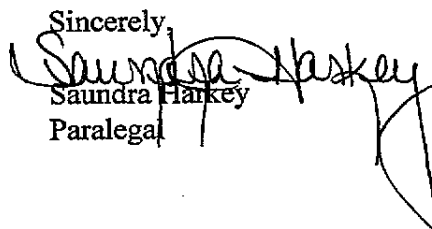
Re: Independent Premium Finance Company (Florida), L.L.C.

Dear Mr. Kohr:

In response to your letter of March 2, 1998, enclosed please find an Application by Foreign Limited Liability Company to file Amendment to Application for Authorization to Transact Business in Florida submitted on behalf of the above-referenced company.

If possible, our courier will be more than happy to wait for the certified copy and return same to me upon completion. Your cooperation and assistance are greatly appreciated.

Sincerely,


Sandra Harkey
Paralegal

Enclosure

cc: Brenda L. Sutherland, Esq. (via U.S. Mail w/encl.)
Roy Bailey, Esq. (via U.S. Mail w/encl.)
Wendy Russell Wiener, Esq.

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 1:15

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Independent Premium Finance Company (Florida), L.L.C.
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: September 2, 1994

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? December 4, 1997
5. New name of the limited liability company: Independent Premium Finance Company, LLC.
(Name must end with the words "limited company" or the abbreviation "L.C." if not so contained in the name at present.)
6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the Secretary of State or the proper official having custody of records under the law of which this entity is organized.

Gregory P. Boots
Signature of a member or the authorized representative of a member

Gregory P. Boots
Typed or printed name of signee

Filing Fee: \$52.50

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INDEPENDENT PREMIUM FINANCE COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 1:15



Edward J. Freel

Edward J. Freel, Secretary of State

2411426 8300

971414682

AUTHENTICATION:

8792620

DATE:

12-05-97

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "INDEPENDENT PREMIUM FINANCE COMPANY (FLORIDA), L.L.C.", CHANGING ITS NAME FROM "INDEPENDENT PREMIUM FINANCE COMPANY (FLORIDA), L.L.C." TO "INDEPENDENT PREMIUM FINANCE COMPANY, LLC", FILED IN THIS OFFICE ON THE FOURTH DAY OF DECEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 1:15



Edward J. Freel
Edward J. Freel, Secretary of State

2411426 8100

AUTHENTICATION:

8792524

971414557

DATE:

12-05-97

CERTIFICATE OF AMENDMENT

to the

CERTIFICATE OF FORMATION

of

INDEPENDENT PREMIUM FINANCE COMPANY (FLORIDA), L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 1:15

This Certificate of Amendment to the Certificate of Formation of Independent Premium Finance Company (Florida), L.L.C. (the "Company"), dated November 26 1997, is being filed by Roy W. Bailey, a manager of the Company, to amend the Certificate of Formation of the Company under the Delaware Limited Liability Company Act.

FIRST: The name of the limited liability company is Independent Premium Finance Company (Florida), L.L.C.

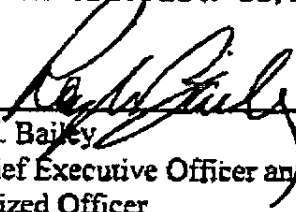
SECOND: The first article of the Certificate of Formation of the Company is hereby amended to read in its entirety as follows:

"FIRST: The name of the limited liability company is Independent Premium Finance Company, LLC."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to the Certificate of Formation as of the date first written above.

PREMIUM FINANCE HOLDINGS, L.L.C.

By: _____


Roy W. Bailey
Co-Chief Executive Officer and Secretary
Authorized Officer