

P 38681



August 23, 1999

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Florida Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Request for name change

Dear Sir or Madam:

Mutual Assurance, Inc. has changed its name to "The Medical Assurance Co., Inc.". Therefore, I would like to file an amendment to Application for Authorization to Transact Business in Florida.

I have enclosed a certified copy of the amended Articles of Incorporation, the completed application for amendment, and a check in the amount of \$35. This change is effective June 15, 1999. I request a New Certificate of Status and I have enclosed a postage paid envelope for the return of the amended Certificate.

Thank you for your assistance in this matter. If you have any questions or comments, please do not hesitate to contact me at (800) 282-6242, ext. 139.

Sincerely,

A handwritten signature in cursive script that reads 'Judy Young'.

Judy Young
Underwriting Compliance

NC
9-9-99
DHS

Enclosures

FILED
99 AUG 27 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607.1504, F.S.)

SECTION I

(1-3 must be completed)

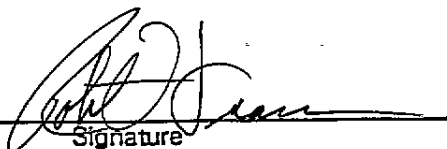
FILED
99 AUG 27 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Mutual Assurance, Inc. d/b/a Medical Assurance, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Alabama
Incorporated under laws of
3. 5/6/92
Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 6/15/99
5. The Medical Assurance Company, Inc.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction


Signature

Robert D. Francis

1) Typed or printed name

7-26-99

Date

Secretary/Sr. Vice President

Title

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that as appears on file and of record in this office, the pages hereto attached, contain a true, accurate and literal copy of articles of amendment to the articles of incorporation of Mutual Assurance, Inc. changing the name to The Medical Assurance Company, Inc. as received and filed in the office of the Secretary of State of Alabama on June 16, 1999, showing the date of amendment as June 15, 1999, the date said instrument was filed in the office of the Judge of Probate of Jefferson County.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

06/16/99

Date

A handwritten signature in cursive script that reads "Jim Bennett".

Jim Bennett

Secretary of State

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MUTUAL ASSURANCE, INC.**

Pursuant to the provisions of Section 10-2B-10.06 of the Alabama Business Corporation Act, Mutual Assurance, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is Mutual Assurance, Inc.

SECOND: The following amendment to the Articles of Incorporation (the "Amendment") was adopted by the sole shareholder of the Corporation upon recommendation by the Board of Directors of the Corporation in the manner prescribed by the Alabama Business Corporation Act:

RESOLVED, by the sole shareholder of the Corporation, that the Articles of Incorporation of the Corporation be amended as follows:

Article 1 of the Articles of Incorporation is hereby deleted in its entirety, and the following is substituted in lieu thereof:

1. The name of the Corporation is "The Medical Assurance Company, Inc."

RESOLVED FURTHER, that wherever in said Articles the name "Mutual Assurance, Inc." shall appear, the same shall be deleted and the name "The Medical Assurance Company, Inc." shall be substituted in lieu thereof; and

THIRD: The Amendment was adopted by unanimous written consent of the sole shareholder of the Corporation as of May 20, 1999.

FOURTH: The holders of the Corporation's common stock constituted the only voting group entitled to vote on the Amendment. There were 8,846,429 shares of common stock outstanding at the time of adoption of the Amendment. The holder of all of the outstanding shares of the Corporation's common stock voted in favor of the Amendment by written consent in accordance with Section 10-2B-7.04 of the Alabama Business Corporation Act.

DATED: May 20, 1999.

MUTUAL ASSURANCE, INC.

By: _____

A. Derrill Crowe, M.D.

President

This document prepared by:

Jerry F. Perkins, Jr.
Burr & Forman LLP
420 North 20th Street, Suite 3100
Birmingham, Alabama 35203

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

The Medical Assurance Company, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Christy Floyd, PO Box 830719, Birmingham, AL 35253-0719 for a period of one hundred twenty days beginning April 7, 1999 and expiring August 6, 1999.

State of Alabama - Jefferson County
I certify this instrument filed on:

1999 JUN 15 A.M. 11:01
Recorded and \$ Mtg. Tax
and \$ Deed Tax and Fee Amt.
\$ 11.00 Total \$ 11.00
GEORGE R. REYNOLDS, Judge of Probate



9908/5059



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

April 7, 1999
Date

Jim Bennett

Secretary of State