

CT CORPORATION SYSTEM

218668

CORPORATION(S) NAME

Brown & Brown, Inc.

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FILED
01 MAY -3 PM 1:08
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Amended

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY -3 AM 11:23
TALLAHASSEE FLORIDA
TO KNOWLEDGE
SUFFICIENCY OF FILING

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| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
 Availability 5/3/01
 Document _____
 Examiner ADR
 Updater ADR
 Verifier _____
 W.P. Verifier _____

5/3/01

Order#: 4230303

Ref#: _____

Amount: \$ _____

CB

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BROWN & BROWN, INC.**

FILED
01 MAY -3 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, Brown & Brown, Inc., a Florida profit corporation, adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article III of the corporation's Articles of Incorporation is hereby amended in its entirety to read as follows:

The number of shares of capital stock authorized to be issued by this Corporation is 140,000,000 shares of Common Stock, par value \$.10 per share.

SECOND: The date of the amendment's adoption was April 18, 2001.

THIRD: Adoption of the amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 18th day of April, 2001.

BROWN & BROWN, INC.

By: Thomas M. Donegan, Jr.
Thomas M. Donegan, Jr.
Vice President