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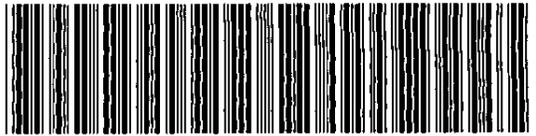
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DEPARTMENT OF REVENUE
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

DR
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FOLEY & LARDNER LLP

ATTORNEYS AT LAW

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850.561.6475 FAX
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March 21, 2011

CLIENT/MATTER NUMBER
085913-0101

VIA HAND DELIVERY

Department of State
Division of Corporations
2661 Executive Center Circle West
Tallahassee, Florida 32301

Re: Bupa Insurance Company

Dear Sir or Madam:

Enclosed for filing please find the original Articles of Amendment to Articles of Incorporation of Bupa Insurance Company. These Articles have been stamped approved by the Florida Office of Insurance Regulation. We also request two Certificates of Status for Bupa Insurance Company. It is our understanding that the fee for filing the Articles of Amendment (\$35) and two Certificates of Status (\$8.75 each) is \$52.50, and I have enclosed our firm's check in this amount to cover these fees.

Please contact me when the information is ready to be picked up.

Thank you for your assistance. If you have any questions, please let me know.

Sincerely,

Wes Strickland

Enclosures

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JACKSONVILLE
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MADISON
MIAMI

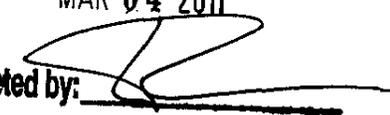
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APPROVED

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Docketed by: 

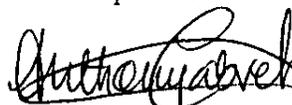
**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BUPA INSURANCE COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

- FIRST:** The name of the corporation is: **BUPA INSURANCE COMPANY**
- SECOND:** The following Amendment to the Articles of Incorporation was adopted by the Corporation's Board of Directors and sole Stockholder:
- The authorized capital stock of the Company shall be \$12,500,000, divided into 10,000,000 shares, each of which shall have a par value of \$1.25.
- THIRD:** The Amendment was unanimously adopted by the Board of Directors on the 22nd day of December, 2010.
- FOURTH:** The Amendment was unanimously adopted by the sole Stockholder of the Corporation on February 16, 2011.
- FIFTH:** The Amendment is subject to the approval of the Insurance Commissioner of the State of Florida and the Florida Department of State.
- DATED:** March 17, 2011

BUPA INSURANCE COMPANY,
a Florida corporation

By: 

Anthony Cabrelli
President

By: 

Paul Staines
Secretary