

Division of Corporations

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**AMENDMENT TO ARTICLES OF INCORPORATION
OF
FLORIDA INSURANCE CENTER, INC.**

WHEREAS, the Articles of Incorporation of **FLORIDA INSURANCE CENTER, INC.** (formerly known as **PLANT CITY INSURANCE CENTER, INC.**) were filed with and approved by the Secretary of State of the State of Florida on March 29, 1977; and

WHEREAS, an Articles of Amendment of **FLORIDA INSURANCE CENTER, INC.** was filed with and approved by the Secretary of State of the State of Florida on May 10, 1978; and

WHEREAS, a Certificate of Amendment of Articles of Incorporation of **FLORIDA INSURANCE CENTER, INC.** was filed with and approved by the Secretary of State of the State of Florida on January 29, 1985; and

WHEREAS, it is the intention of all of the directors and all of the stockholders of **FLORIDA INSURANCE CENTER, INC.** that the Articles of Incorporation of **FLORIDA INSURANCE CENTER, INC.** be amended, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to the Articles of Incorporation of **FLORIDA INSURANCE CENTER, INC.** hereinafter set forth was approved and adopted by all of the directors and all of the stockholders, comprising the only voting group of stockholders, of **FLORIDA INSURANCE CENTER, INC.**, pursuant to the provisions of Florida Statutes, Section 607.1003(5), on the 17 day of OCTOBER, 2007 and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of **FLORIDA INSURANCE CENTER, INC.** are hereby amended by deleting in its entirety the present Article III, and by substituting therefor the following, to-wit:

"ARTICLE III

(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

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100,000 shares of common capital stock having a par value of \$.01 per share of which (i) 1,000 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) 99,000 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."

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of FLORIDA INSURANCE CENTER, INC. by its President this 17 day of OCTOBER, 2007.

FLORIDA INSURANCE CENTER, INC.

By: 

Carl Brownlee, President