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C. E. PARISH GENERAL AGENCY, INC.

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| Certificate of Status | 0 |
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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
C.E. PARISH GENERAL AGENCY, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, this Florida Profit Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The current name of the corporation is C.E. PARISH GENERAL AGENCY, INC.
2. The original Articles of Incorporation for the corporation were filed effective December 1, 1977, and assigned Document No. 552327.
3. The Articles of Incorporation are amended as follows:
 - a. Article III of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE III

1. **Authorized Stock.** The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

| <u>Number of Shares Authorized</u> | <u>Par Value</u> | <u>Class of Stock</u> |
|--|------------------|---------------------------|
| 1,000 | \$1.00 | Class A Voting Common |
| 99,000 | \$1.00 | Class B Non-Voting Common |

The consideration for all of the above stock shall be payable in cash, cancellation of debt, property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

2. **Voting Rights.** The Class A Voting Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such Class A Voting Common Stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. Class B Non-Voting Common Stock shall possess no voting rights other than as required by law.

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3. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

4. As of the date of this Amendment, since there is only one shareholder of the Corporation, all of the Common Stock outstanding at the time these Articles of Amendment become effective shall automatically be converted into One Thousand (1,000) shares of Class A Voting Common Stock. Immediately upon the effectiveness of these Articles of Amendment, the Corporation will expeditiously coordinate with its shareholders to arrange for the surrender of old shares and the issuance of new ones.

5. The Amendment was adopted on December 22, 2006.

6. The Amendment shall be effective immediately upon filing with the Florida Department of State.

7. The Amendment was adopted by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

C.E. PARISH GENERAL AGENCY, INC.

By: 

Cyril E. Parish, Jr., President