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August 18, 1999

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: USA Insurance Group, Inc.
Our File No. 88-2876

Dear Sir or Madam:

Enclosed please find an original plus one copy of the Articles of Amendment to Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$35.00 representing the filing fee for same. Please confirm to the undersigned in writing that this Amendment has been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

FRESE, NASH & TORPY, P.A.


J. Patrick Anderson

JPA:sld
Enclosures

FILED
99 AUG 23 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
LPS 9-2-99

**ARTICLES OF AMENDMENT
TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF USA INSURANCE GROUP, INC.**

FILED
99 AUG 23 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article V of the Amended and Restated Articles of Incorporation of USA Insurance Group, Inc. (the "Corporation") was amended by the Corporation's Shareholders on August 11, 1999, 1999. The Corporation is filing these Articles of Amendment to Amended and Restated Articles of Incorporation pursuant to Florida Statutes Section 607.1006.

1. The name of the Corporation is USA Insurance Group, Inc.
2. Article V of the Amended and Restated Articles of Incorporation of the Corporation is amended and restated to read as follows:

"ARTICLE V - CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is ten million (10,000,000) shares of common stock, being a single class and having a par value of \$.01 per share. The rights attendant to all such shares, when issued, shall be identical in all respects.

Each share of Class A common stock and each share of Class B common stock of the Corporation which is currently issued and outstanding as of the effective date of this amendment, is hereby changed into one (1) fully paid and nonassessable single class share of common stock of the Corporation, and each holder of record of a certificate(s) for one or more shares of Class A common stock or Class B common stock of the Corporation as of the effective date of this amendment, shall be entitled to receive, upon surrender of such certificate(s), a certificate or certificates representing one (1) single class share of the common stock of the Corporation, for each one share of Class A common stock or Class B common stock represented by the certificate(s) of such holder."

3. The holders of Class A common stock and Class B common stock of the Corporation were entitled to vote on the foregoing amendment as separate classes. As of the date the foregoing

amendment was adopted, there were no issued and outstanding shares of Class A common stock and, therefore, no approval of said amendment by the holders of said class of stock was required. The foregoing amendment to the Amended and Restated Articles of Incorporation was voted on by the holders of Class B common stock of the Corporation entitled to vote on the matter and the number of votes cast by the holders of Class B common stock was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer of this Corporation has acknowledged and executed these Articles of Amendment on the 11th of August, 1999.

USA INSURANCE GROUP, INC.

By: 

Richard P. Love, Jr., President

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