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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDEX

March 26, 2001

Amendment Section
Division of Corporations
Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

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-03/28/01-01093--003
*****87.50 *****43.75

RE: Capital Assurance Company, Inc.
Amendment to Articles of Incorporation

Dear Sir or Madam:


Enclosed for filing please find triplicate originals of the Articles of Amendment of the Articles of Incorporation of Capital Assurance Company, Inc., a Florida corporation ("Capital"), which Amendment changes the Articles of Incorporation to reflect Capital's new principal office address.

Capital is a Florida domiciled insurance company, and you will note that this Amendment has been approved by the Florida Department of Insurance (the "Department"). The Department instructs us that each of the three enclosed originals must be stamped "approved" by the Secretary of State, and that we are then to send one of the originals so stamped back to the Department of Insurance. Please also return a certified copy of this Amendment to me at the address shown above.

Enclosed is Capital's check made payable to the Florida Secretary of State in the amount of \$87.50, to cover the \$35.00 filing fee and the \$52.50 certified copy fee.

Please contact me at the number shown above if you require any additional information.

Very truly yours,


Legal Counsel for Capital

Cc: John D. Marshall
Martha L. Rodriguez

Amend
4-3-01
PMS

FILED

01 MAR 28 PM 1:08

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
ARTICLES OF AMENDMENT

MAR 5 2001

BY S. St. Mary
Legal Division

OF

ARTICLES OF INCORPORATION

OF

CAPITAL ASSURANCE COMPANY, INC.

We, John D. Marshall, President, and Martha L. Rodriguez, Secretary, the undersigned officers of Capital Assurance Company, Inc. (the "Corporation"), a Florida corporation, DO HEREBY CERTIFY:

FIRST: That the board of directors of the Corporation without and in lieu of a meeting, consented to the adoption, as of the 2nd day of January, 2001, of resolutions setting forth a proposed amendment of the Articles of Incorporation of the Corporation and directing the officers to obtain the consent of the sole shareholder of the Corporation approving such amendment, subject to the prior approval of the Florida Department of Insurance. The resolutions setting forth the proposed amendment are as follows:

WHEREAS, the Company has moved its principal office to a new location within Coral Gables, Florida; and

WHEREAS, it is necessary to amend the Company's Articles of Incorporation to conform with the current requirements of the Florida Insurance Code, Section 628.081(3)(g), and the Business Corporation Act of Florida, Section 607.0202(1)(b);

THEREFORE IT IS RESOLVED, That, subject to the prior approval of the Florida Department of Insurance, Article VII of the Company's

Articles of Incorporation, which sets forth the location of the principal office of the Company, be, and it hereby it, amended so as to read in its entirety as follows:

The principal office of the Company shall be located at The Omni Colonnade, Suite 300, 2333 Ponce de Leon Boulevard, Coral Gables, Florida 33134, but the Company may establish and maintain its principal office at such other place within the State of Florida as may be determined by the board of directors consistent with the Florida Insurance Code as the same is then in effect.

and

FURTHER RESOLVED, That the Amendment set forth in the preceding resolution be submitted to the vote of the sole shareholder upon being duly executed by the Board of Directors; and

FURTHER RESOLVED, That upon the shareholder's approval of such Amendment and the approval of the Florida Department of Insurance, the appropriate officers of the Company be, and they hereby are, authorized to take all such action, including but not limited to the execution, delivery, and filing of any appropriate documents, as such officers may deem necessary or advisable in order to carry out the full intent and purpose of the foregoing resolutions.


SECOND: That thereafter, pursuant to such resolutions of its Board of Directors, a written consent in lieu of a meeting was obtained from the sole shareholder of the Corporation as permitted under Section 607.0704 of the Business corporation Act of Florida, approving such proposed amendment to the Articles of Incorporation of the Corporation, subject to the prior approval of the Florida Department of Insurance.

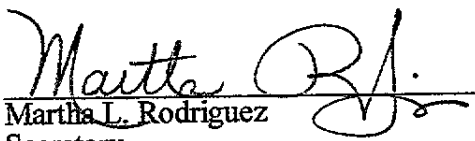
THIRD: That said proposed amendment was duly adopted in accordance with the provisions of Sections 607. 1001 through 607.1006 of the Business Corporation Act of Florida.

AND WE DO FURTHER CERTIFY that these resolutions have not been amended, annulled, rescinded or revoked, and that they are in full force and effect.

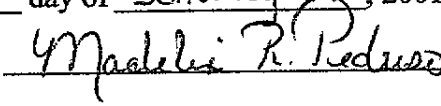
IN WITNESS WHEREOF, we have executed and sealed these Articles of Amendment on the 16th day of January, 2001.

(Seal)


John D. Marshall
President
Capital Assurance Company, Inc.


Martha L. Rodriguez
Secretary
Capital Assurance Company, Inc.

Sworn to and subscribed before me this 16th day of January, 2001.





Madelin R Pedrosa
My Commission CC858817
Expires June 26, 2004