

622184

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

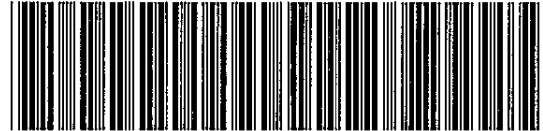
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300052257403

04/28/05--01002--017 **52.50

RECEIVED
05 APR 28 PM 4:14
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILED
05 APR 28 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BLANK, MEENAN & SMITH, P.A.

ATTORNEYS AT LAW

Office Address:

204 SOUTH MONROE STREET
TALLAHASSEE, FLORIDA 32301
(850) 681-6710

P. O. BOX 1450
FT. WALTON BEACH, FL 32549
(850) 508-5838

Mailing Address

POST OFFICE BOX 11068
TALLAHASSEE, FLORIDA 32302-3068
FACSIMILE (850) 681-6713
(850) 681-1003

E-Mail: tim@blanklaw.com

F. PHILIP BLANK*
JOHN R. DUNPHY
SUSAN C. HAUSER
THOMAS R. McSWAIN
TIMOTHY J. MEENAN
CASSANDRA PASLEY
SANDRA L. SCHONOVER
KELLIE D. SCOTT ***
GEOFFREY D. SMITH
Q. TOD STUPSKI
MIRIAM O. VICTORIAN****

JOHN A. DICKSON, J.D.**
LEGAL ASSISTANT

SHIRLEY KERNS**
INSURANCE REGULATORY CONSULTANT

J. CAMERON YARBROUGH**
DIRECTOR, GOVERNMENTAL AFFAIRS

* Florida Bar Certified in Health Law
** Not a Member of the Florida Bar
*** Member of Florida and Georgia Bars
**** Member of Florida and Texas Bars

April 28, 2005

Florida Department of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Via Hand Delivery

Re: Omega Insurance Company
Document Number: 622184

Dear Sir or Madam:

Enclosed please find 3 original copies of the Sixth Amendment to the Articles of Incorporation for Omega Insurance Company. Please provide our office with **two (2) certified copies** of the Sixth Amendment to Articles of Incorporation. We have included our check for \$52.50 to cover applicable fees for this request.

Please contact our office and we will have a runner pick up the copies.

If you have any questions or if any additional information is required, please do not hesitate to contact our office.

Sincerely,


Lezlie Allen
Legal Secretary

Enclosure

APPROVED

OIR

APR 28 2005

Docketed by: *John T. Sogis*

FILED
05 APR 28 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SIXTH AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
OMEGA INSURANCE COMPANY
Document No: 622184

In accordance with the Florida Business Corporation Act, Section 607.1006, Florida Statutes, and the direction of the Shareholders and Board of Directors, the Articles of Incorporation of Omega Insurance Company are hereby amended as follows:

FIRST: Article III of the Articles of Incorporation, as amended by the Fifth Amendment to Articles of Incorporation, is amended to increase the total number of shares of common stock from eight hundred ninety-three thousand (893,000) to two million, two hundred thirty-two thousand, five hundred (2,232,500).

SECOND: Article X is amended to delete the 5th paragraph and add the following provision:

The holders of the Common Stock shall be entitled to notice of all shareholders meetings in accordance with the Corporation's bylaws, and the holders of the Common Stock shall be entitled to vote on all matters submitted to the shareholders for a vote with each share entitled to one vote per share. All actions taken by the holders of the Common Stock shall require a majority vote, except as provided otherwise.

The affirmative vote of at least eighty percent (80%) of the total voting power of all Shares then outstanding shall be required for the Corporation to:

- (i) Enter into or amend any contract, arrangement or transaction, including the MGA Agreement, other than the reinsurance contracts described in the Reinsurance Participation Agreement, with any of the Company's affiliates;
- (ii) incur any indebtedness for borrowed money (including capitalized leases and guarantees other than in the ordinary course of business) or issue any debt or equity securities other than (A) trust preferred securities or senior notes in an aggregate amount not in excess of \$10,000,000 outstanding at any time and (B) other indebtedness not to exceed \$1,000,000 in the aggregate outstanding at any one time;

- (iii) purchase a controlling interest in another business entity or a division for consideration in excess of ten percent of its GAAP Book Value at the time;
- (iv) sell, license, transfer or otherwise dispose of all of the Company's assets in one or a series of transactions;
- (v) contribute capital to any other entity or person, whether in the form of additional paid-in-capital, through the purchase of additional shares of capital stock, or otherwise; provided, that this shall not prevent investments made in the ordinary course of business;
- (vi) participate in any state residual market depopulation or take out or any other block insurance portfolio transfer;
- (vii) amend or waive any provision of the Company's Articles of Incorporation or Bylaws;
- (viii) effect a dissolution, consolidation, merger or recapitalization.

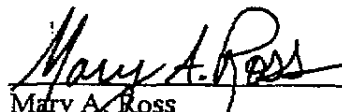
Capitalized terms used in this section without definition that are defined in that certain Stock Purchase Agreement among William J. Shively and LPMC, Inc. shall have the same meaning herein as therein.

THIRD: The foregoing amendment shall become effective upon filing with the Secretary of State of the State of Florida.

FOURTH: The foregoing Amended Articles of Incorporation were adopted and approved by the Board of Directors on March 21, 2005, and by its sole shareholder on March 21, 2005, in accordance with Section 607.1003, Florida Statutes. The number of votes cast for the amendments contained herein by the shareholders was sufficient for shareholder approval of such amendments.

[Signature on following page]

IN WITNESS WHEREOF, the undersigned officer of the Company has executed these Articles of Amendment this 30th day of March 2005.


Mary A. Ross
Secretary