

669682
QUEENSWAY INTERNATIONAL INDEMNITY COMPANY

(FORMERLY FLORIDA INTERNATIONAL INDEMNITY COMPANY)

P. O. BOX 105051 • ATLANTA, GEORGIA 30348-5051

November 6, 1997

Ms. Carol Mustain
Corporate Specialist
Florida Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, Florida 32314

Re: Queensway International Indemnity Company
Amendments to Articles of Incorporation

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-11/25/97-01002-011
*****35.00 *****35.00

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STATE
SECRETARY OF CORPORATIONS
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Dear Ms. Mustain:

We're enclosing an original and copy of Amendments to Articles of Incorporation for Queensway International Indemnity Company for your approval. The amendments have been approved by the Florida Insurance Department. We're also enclosing our \$35.00 check for filing fee.

Please forward the approved amendments to:

(Ms.) Juanita Hillis
Corporate Secretary
Queensway International Indemnity Company
P. O. Box 105051
Atlanta, Georgia 30348-5051

We look forward to receiving your approval.

Sincerely,

Juanita Hillis
(Ms.) Juanita Hillis
Corporate Secretary

/jsh
Enclosures

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P. AGENT _____
CERT. COPY _____
CUS _____
OVERPAYMENT _____
TOTAL 35

Amend

11/14/97

TELEPHONE
(770) 981-7100

WATS
(800) 241-2330

FACSIMILE
(770) 593-2121

**QUEENSWAY INTERNATIONAL INDEMNITY COMPANY
27 EAST ROBINSON STREET
ORLANDO, FLORIDA 32801**

APPROVED

INSURANCE COMMISSIONER
AND TREASURER

OCT 24 1997

AMENDMENTS TO ARTICLES OF INCORPORATION

By *[Signature]*
Legal Division

607.1006 ARTICLES OF AMENDMENT

(1) A corporation amending its articles of incorporation shall deliver to the Department of State for filing articles of amendment setting forth:

- (a) The name of the corporation; Queensway International Indemnity Company
- (b) The text of each amendment adopted;

At a specially called Board Meeting on September 5, 1997, a motion was made, seconded, and unanimously passed that the Articles of Incorporation of Queensway International Indemnity Company originally filed with the Secretary of State, State of Florida on May 9, 1980 (Charter #669682) be amended as follows:

Article IV on page 2 shall be amended so that the authorized capital stock of the Company shall be 10,000,000 shares of common stock, each of which shall have a par value of \$2.34.

The only shareholder of this corporation, International Indemnity Company approved this amendment by casting its vote in favor of such amendment.

Dated this 5th day of September, 1997.

(c) If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself. Not applicable.

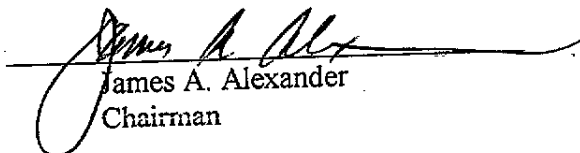
(d) The date of each amendment's adoption; September 5, 1997

(e) If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required. The amendment was approved by the only shareholder, International Indemnity Company.

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DIVISION OF CORPORATIONS
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(f) If an amendment was approved by the shareholders, a statement that the number of votes cast for the amendment by the shareholders was sufficient for approval and if more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment, and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group. The only shareholder, International Indemnity Company cast its vote in favor of the amendment.

(2) If the amendment is made by the incorporators or board of directors without shareholder action, the articles of amendment shall be executed by an incorporator or director, as the case may be, approving the amendment. Not applicable.


James A. Alexander
Chairman