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FILED
98 FEB 13 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 6, 1998

VIA HAND DELIVER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300002424223--9
-02/09/98--01001--009
*****35.00 *****35.00

Re: Preferred Risk Mutual Insurance Company

Name Change Amend

Dear Sir:

Please find enclosed the original and one copy of the amendment to the articles of incorporation for the above corporation. Also enclosed is our check in the amount of \$35.00 to cover your fee. We will forward the completed application to you on Monday. Please provide us with a date stamped copy of the articles.

RECEIVED
98 FEB 13 PM 3:31
DIVISION OF CORPORATIONS

Should you require any additional information, please do not hesitate to contact me.

Sincerely yours,

Clyde W. Galloway, Jr.

Clyde W. Galloway, Jr.

CWG/vrm
Enc.

| | |
|-------------------|---------|
| Name | |
| Availability | 2/13/98 |
| Document Examiner | Don |
| Checker | Don |
| File | Don |
| Amendment | Don |
| Number | Don |

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Preferred Risk Mutual Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Iowa 3. _____
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 1/22/98 to be effective 2/1/98
5. Guidant Mutual Insurance Company
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction


Signature

February 10, 1998
Date

Thomas C. Farr
Typed or printed name

Secretary
Title

Attachment

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

JAN 30 1998

BY S. St-Madwell
Legal Division

Preferred Risk Mutual Insurance Company

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

SECOND: 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, are as follows:

THIRD: The date of each amendment's adoption: _____

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

*The number of votes cast for the amendment(s) was/were sufficient for approval by _____ (voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 22nd day of January, 19 98.

Signature: *Darryl D. Hansen*
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Darryl D. Hansen
Typed or printed name

President
Title

20

20

69629

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JAN 22 1998

SECRETARY OF STATE

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
PREFERRED RISK MUTUAL INSURANCE COMPANY

522973 AMEN60 \$2.50 D/C

NOW, on this 22nd day of January, 1998, at the regularly scheduled Annual Meeting of the members of Preferred Risk Mutual Insurance Company, at which a quorum of the members were present, either in person or by proxy, the following amendments, after having been first duly recommended for adoption by the Board of Directors of the Company, were adopted by a majority vote:

1. Article I shall be amended to read:

The name of the corporation shall be Guidant Mutual Insurance Company.

2. Article VII, Section 3, shall read:

At all annual meetings or special meetings of the members, the members present at said meeting, either in person or represented by proxy, shall constitute a quorum for the election of directors and for the transaction of any business that may be legally acted upon at such meeting; but in no event shall a quorum consist of less than the number of authorized directors, plus one.


DARRYL D. HANSEN, CHAIRMAN

ATTEST:

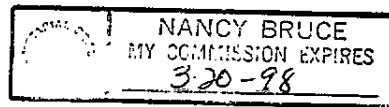

THOMAS C. FARR, SECRETARY

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00251

STATE OF IOWA)
) SS
COUNTY OF POLK)

NOW, on this 22nd day of January, 1998, appeared before me Darryl D. Hansen and Thomas C. Farr, known to me to be the Chairman and Secretary, respectively, of Preferred Risk Mutual Insurance Company; and after first having been duly sworn on oath, did depose and state that the foregoing Amendment To The Articles Of Incorporation of Preferred Risk Mutual Insurance Company were duly adopted by the members of the Company; and that said Darryl D. Hansen and Thomas C. Farr did sign and attest said document as their voluntary act and deed on behalf of said corporation.

Nancy Bruce
NOTARY PUBLIC, STATE OF IOWA



**CERTIFICATE OF APPROVAL
ATTORNEY GENERAL**

Pursuant to provisions of the Iowa Code, the undersigned approves the Amendment to the Articles of Incorporation (adopted January 22, 1998) for Preferred Risk Mutual Insurance Company and finds them in conformance with the laws of the United States and with the laws and Constitution of the State of Iowa.

THOMAS J. MILLER
Attorney General of Iowa

1-22-98
Date

By: *Scott M. Galenbeck*
SCOTT M. GALENBECK
Assistant Attorney General

**CERTIFICATE OF APPROVAL
COMMISSIONER OF INSURANCE**

Pursuant to the provisions of the Iowa Code, the undersigned approves the Amendment to the Articles of Incorporation (adopted January 22, 1998) for Preferred Risk Mutual Insurance Company.

THERESE M. VAUGHAN
Commissioner of Insurance

1-22-98
Date

By: *Robert L. Howe*
ROBERT L. HOWE
Deputy Commissioner of Insurance

FILED
IOWA
SECRETARY OF STATE
1-22-98
2:50pm
W169885

*Filed by Carol Currens
Preferred Risk
1111 Ashworth Rd
West Des Moines IA 50265
00253*