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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
PLEASE REFER TO
OUR FILE NUMBER:
9847-024

January 28, 1999

VIA FEDERAL EXPRESS

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Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Industrial Indemnity Company - Application to Amend Authorization to Transact Business in Florida

Dear Madame/Sir:

Our client, Industrial Indemnity Company ("IIC"), is a California corporation that is authorized to transact business in the State of Florida. IIC has recently amended its Articles of Incorporation, as filed with the California Secretary of State, to change its name to "*Fremont Industrial Indemnity Company*."

In connection therewith, enclosed is a completed "Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida" reflecting IIC's name change to "Fremont Industrial Indemnity Company." Also, enclosed is a certified copy of the Certificate of Amendment to IIC's Articles of Incorporation as filed with the California Secretary of State.

Please process the enclosed Application and certified copy of IIC's Certificate of Amendment in accordance with your procedures. In addition, please provide us with a Certified Copy of the filing as well as a Certificate of Status showing the amendment to IIC's Florida authorization. The Certificate of Status is required to amend IIC's Certificate of Authority with the Florida Department of Insurance.

Enclosed is a check payable to the "Florida Secretary of State" for \$52.50 representing the required fee for (1) filing the Application, (2) the Certified Copy of the filing and (3) the Certificate of Status. Also, enclosed is a self-addressed Federal Express pouch for the return of the Certified Copy of the filing as well as the Certificate of Status.

N.C.
2-5-99
CC

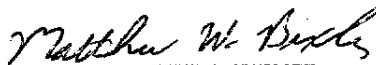
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Thank you for your assistance in that matter. If you have any questions or require additional information, please do not hesitate to contact us.

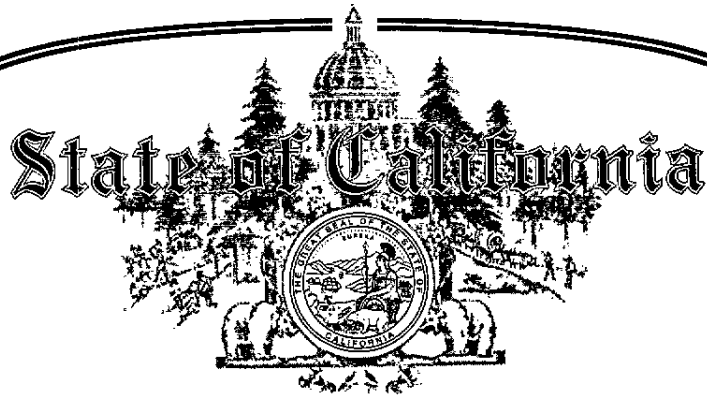
Very truly yours,


MATTHEW W. BIXLER
For the Firm

MWB:id

Enclosures

cc: Allyson B. Simpson, Esq. (w/o encls.) (via facsimile)
Michael L. Rosenfield, Esq. (w/o encls.)



SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 26 1999

Bill Jones

Secretary of State



A0519599

**CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
INDUSTRIAL INDEMNITY COMPANY**

ENDORSED-FILED
In the office of the Secretary of State
of the State of California

DEC 31 1998

BILL JONES, Secretary of State

Louis J. Rampino and Allyson B. Simpson hereby certify as follows:

1. We are the President and Secretary, respectively, of Industrial Indemnity Company, a California corporation.

2. Article First of the Articles of Incorporation of this corporation is amended to read as follows:

"FIRST: The name of the corporation is:

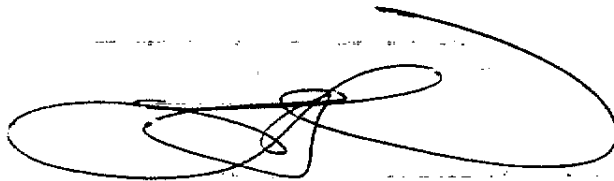
Fremont Industrial Indemnity Company."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 420,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%, and 100% of the outstanding shares voted to approve the amendment.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/31/98



Louis J. Rampino, President

Allyson B. Simpson
Allyson B. Simpson, Secretary

