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TO:	Amend Divisio			ons										
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PROFIT CORPORATION PLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO

APPLICATION BY FOREIGN PROFIT CO APPLICATION FOR AUTHORIZATION (Pursuant to s.		
SECT (1-3 MUST BE	UG 22 PH	
F02000000614		
(Document number of	corporation (if known)	D 2: 59 STATE LORIDA
1. McNeary Insurance Consulting, Inc.		·
(Name of corporation as it appears on	the records of the Department of S	rate)
North Carolina	3 January 31, 2002	
(Incorporated under laws of)	(Date authorized to d	o business in Florida)
4. If the amendment changes the name of the corporation, its jurisdiction of incorporation? June 26, 2003	when was the change effecte	d under the laws of
5. McNeary, Inc.	· · · · · · · · · · · · · · · · · · ·	
(Name of corporation after the amendment, adding suffix "corporat not contained in new name of the corporation)	ion," "company," or "incorporated	I," or appropriate abbreviation, if
6. If the amendment changes the period of duration, indica	ate new period of duration.	
(New d	uration)	÷*
7. If the amendment changes the jurisdiction of incorporat	ion, indicate new jurisdiction	1.
(New ju	risdiction)	. . .
(Signature of the chairman or vice chairman of the board,	8/18/03	ate)
president, or any officer, or if the corporation is in the hand a receiver, trustee, or other court-appointed fiduciary, by the fiduciary)	ds of nat	,
Jannette Mullis	Secretary (7:	(10)
(Typed or printed name)	(1)	tle)



State of North Carolina Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF RESTATEMENT

OF

MCNEARY, INC.

the original of which was filed in this office on the 26th day of June, 2003.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 19th day of August, 2003

Claime J. Marshall.
Secretary of State



SOSID: 0092997 Date Filed: 6/26/2003 2:55:00 PM Elaine F. Marshall North Carolina Secretary of State C200317600033

AMENDED AND RESTATED

ARTICLES OF INCORPORATION :

OF

MCNEARY INSURANCE CONSULTING, INC.

The undersigned corporation (the "Corporation") hereby submits these Amended and Restated Articles of Incorporation for the purpose of integrating into one document its original Articles of Incorporation and all amendments thereto and also for the purpose of further amending its Articles of Incorporation:

- The name of the Corporation is McNeary Insurance Consulting, Inc. 1.
- Attached hereto are the Amended and Restated Articles of Incorporation of the Corporation, which contain amendments to the Articles of Incorporation, as amended, requiring shareholder approval.
- The Amended and Restated Articles of Incorporation of the Corporation, including the amendments contained therein, were adopted and approved by the shareholders of the Corporation on June 20, 2003, as and in the manner required by the North Carolina Business Corporation Act

This the 20th day of June, 2003.

MCNEARY INSURANCE CONSULTING, INC.

Name: William D Yagger

Title: President

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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MCNEARY, INC.

ARTICLE I CORPORATE NAME

The corporate name of the corporation is McNeary, Inc. (the "Corporation").

ARTICLE II REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of North Carolina is 6525 Morrison Boulevard. Suite 200, Charlotte, North Carolina 28222. The name of its registered agent at that address is William D.Yaeger.

ARTICLE III CORPORATE PURPOSE

The purposes for which the Corporation is organized shall include the transaction of any and all lawful business for which corporations may be organized under the provisions of the North Carolina Business Corporation Act and the duration of the Corporation is perpetual.

ARTICLE IV CAPITAL STOCK

The Corporation is authorized to issue 530,000 shares of stock, \$1.00 par value, all of one class, designated as Common Stock.

ARTICLE V DIRECTORS

The number of directors of the Corporation shall be as set forth in the Bylaws of the Corporation.

ARTICLE VI LIABILITY OF DIRECTORS

To the full extent from time to time permitted by law, no person who is serving or who has served as a director of the Corporation shall be personally liable in any action for monetary damages for breach of his or her duty as a director, whether such action is brought by or in the right of the Corporation or otherwise. Neither the amendment or repeal of this Article, nor the

\\CLTMCNEARY\DEPT\CLTACCT\Stock\Permanent Documents\Amended & Restated Articles of Incorp. June 2003 with filing certificate.doc:

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adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a director or former director of the Corporation with respect to any matter which occurred, or any cause of action, suit or claim which but for this Article would have accrued or arisen prior to such amendment, repeal or adoption. This paragraph shall not impair any right to indemnity from the Corporation that any director may now or hereafter have.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this Amended and Restated Certificate of Incorporation as of June 20, 2003.

William D. Yaeger

ruger.

President