

F93000004103

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

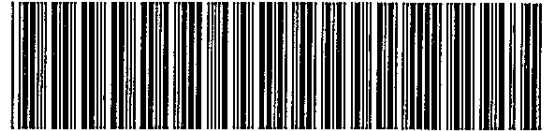
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Chg.
JPM
9/29/03



September 17, 2003

SENT VIA EXPRESS DELIVERY

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

RE: Citizens Management Inc. (formerly Sterling Risk Management Services, Inc.)

Dear Sir or Madam:

Enclosed please find the following:

1. Application for Amended Certificate of Authority (original and (1) copy);
2. Certificate of Amendment; and
3. Our check made payable to The Amendment Section/ Division of corporations in the amount of \$35.00, which represents the required filing fees.

Please feel free to contact me if you have any questions regarding this matter. My telephone number is (508) 855-2386.

Sincerely,

A handwritten signature in cursive script that reads "Linda Luperchio".

Linda L. Luperchio
Legal Specialist

CFC/III
Enclosures

440 Lincoln Street, Worcester, MA 01653, Phone 508-855-1000, Fax 508-853-6332
www.allmerica.com

THE ALLMERICA FINANCIAL COMPANIES

First Allmerica Financial Life Insurance Company • Allmerica Financial Life Insurance and Annuity Company (all states except NY)
Allmerica Trust Company, N.A. • VeraVest Investments, Inc. • VeraVest Investment Advisors, Inc. • Financial Profiles, Inc.
The Hanover Insurance Company • AMGRO, Inc. • Allmerica Financial Alliance Insurance Company • Allmerica Asset Management, Inc.

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)


F9300004103

(Document number of corporation (if known))

1. Sterling Risk Management Services, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware (Incorporated under laws of) 3. September 7, 1993
(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? August 6, 2002
5. Citizens Management, Inc.
(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.
No Change
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
No Change
(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Charles F. Cronin
(Typed or printed name)

09/15/03
(Date)

Secretary
(Title)

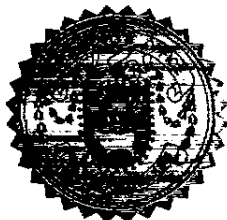
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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "STERLING RISK MANAGEMENT SERVICES, INC.", CHANGING ITS NAME FROM "STERLING RISK MANAGEMENT SERVICES, INC." TO "CITIZENS MANAGEMENT INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF AUGUST, A.D. 2002, AT 4 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2306589 8100

AUTHENTICATION: 2626966

030584914

DATE: 09-10-03

**STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION**

- **First:** That at a meeting of the Board of Directors of Sterling Risk Management Services, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

" The name of the Corporation is Citizens Management Inc.

- **Second:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- **Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY: 
(Authorized Officer)

NAME: Charles F. Cronin
(Type or Print)