



ACCOUNT NO. : 072100000032

REFERENCE : 524326 1299A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 10, 1997

ORDER TIME : 9:44 AM

ORDER NO. : 524326-005

CUSTOMER NO: 1299A

CUSTOMER: Ms. Lisa Watson
Clark Partington Hart Larry
Suite 800
125 West Romana Street
Pensacola, FL 32591-3010

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09/10/97--01075--001
*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

NAME: FISHER-BROWN, INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
97 SEP 10 PM 4:13
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

97 SEP 10 PM 4:13

RECEIVED
SEP 10 AM 11:28
97

9/11 Jon Arnold C.L.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 10, 1997

CSC
DEBORAH
TALLAHASSEE, FL

SUBJECT: FISHER-BROWN, INCORPORATED
Ref. Number: F94848

RESUBMIT

Please give original
submission date as file date

We have received your document for FISHER-BROWN, INCORPORATED and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 097A00045077

RECEIVED
97 SEP 11 PM 12:26
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
OF
FISHER-BROWN, INCORPORATED

FILED

97 SEP 10 PM 4:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

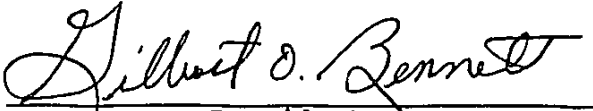
1. The Articles of Incorporation of FISHER-BROWN, INCORPORATED, formerly known as F-B Insurance Agency, Inc., are hereby amended to add Sections 4.4 and 4.5 to Article IV, Capital Stock, to read as follows:

Section 4.4. Restriction on Number of Shares of Stock Issued and Outstanding. The corporation shall not issue or reissue any share or shares of stock of any class if such issuance would cause the corporation to have outstanding more than 14,000 shares of stock unless such issuance or reissuance is first approved by a vote of a majority of the then outstanding shares of the corporation.

Section 4.5. Restriction on Ownership of Stock. The corporation shall not issue or reissue any stock of the corporation to anyone other than employees of the corporation or to a trust described in Section 401(a) of the Internal Revenue Code of 1986, as amended from time to time. This Section 4.5 restricts the ownership of substantially all of the stock of the corporation to either the corporation's employees or a trust described in Section 401 of the Internal Revenue Code, and pursuant to this Section 4.5 and Section 4.2 hereof, the corporation is authorized to enter into agreements or other arrangements to implement the restrictions contained herein.

2. The foregoing amendment was approved by written consent of the stockholders of the corporation pursuant to Section 607.0704, Florida Statutes. The number of written consents from the stockholders owning shares of the common stock of the corporation, representing the only voting group required to vote on the foregoing amendment, was sufficient for approval of the amendment. The amendment was adopted on August 22, 1997.

IN WITNESS WHEREOF, the undersigned president of the corporation has executed these Articles of Amendment on this 22ND day of AUGUST, 1997.



President
GILBERT O. BENNETT

[Print/Type Name]