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FILED
00 DEC 18 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 822419 4328999

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pijet

ORDER DATE : September 6, 2000

ORDER TIME : 2:34 PM

ORDER NO. : 822419-015

CUSTOMER NO: 4328999

300003504709--2

CUSTOMER: Ms. Irma Kamperschroer
The St. Paul Companies
385 Washington Street
Mail Stop 515
Saint Paul, MN 55102

FOREIGN FILINGS

NAME: MMI RISK MANAGEMENT RESOURCES,
INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

TO BE FILED
2000 DEC 18 11 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.

COULLETTE DEC 19 2000

CONTACT PERSON: Tamara Odom -- EXT# 1155

EXAMINER: _____

SECTION I
(1-3 MUST BE COMPLETED)

Corporate Secretary
Title

File Number 5673-616-6



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do

hereby certify that

ARTICLES OF MERGER WERE FILED IN THIS OFFICE ON DECEMBER 29, 1999, WITH AN EFFECTIVE DATE OF DECEMBER 31, 1999, WHEREIN MCMANIS ASSOCIATES, INC., A DELAWARE CORPORATION QUALIFIED TO TRANSACT BUSINESS IN THIS STATE, PROFESSIONAL RISK MANAGEMENT, INC., A DELAWARE CORPORATION QUALIFIED TO TRANSACT BUSINESS IN THIS STATE MERGED INTO MMI RISK MANAGEMENT RESOURCES, INC., A DOMESTIC CORPORATION, WITH THE SURVIVING CORPORATION CHANGING ITS NAME TO THE MMI GROUP, INC.*****



*In Testimony Whereof, I, hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 15TH
day of DECEMBER A.D. 2000.*

Jesse White

SECRETARY OF STATE