

Division of Corporations

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Florida Department of State
Division of Corporations
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BASIC AMENDMENT
AMELIA INSURANCE AGENCY, INC.

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**ARTICLES OF AMENDMENT
OF
AMELIA INSURANCE AGENCY, INC.**

The undersigned officer of the Corporation submits these Articles of Amendment to the Department of State pursuant to §607.1006, Fla. Stat., for the purpose of amending the Articles of Incorporation of the Corporation and hereby set forth the following:

1. The name of the Corporation is AMELIA INSURANCE AGENCY, INC., a Florida corporation.
2. The following provision of the Articles of Incorporation of the Corporation is amended in the following particulars:

Article III is hereby amended to read as follows:

"ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is seven thousand (7,000) shares of Class A voting common stock having a par value of one dollar (\$1.00) per share, and sixty-three thousand (63,000) shares of Class B non-voting common stock having a par value of one dollar (\$1.00) per share. All stock issued shall be fully paid and nonassessable."

3. This amendment was unanimously approved and authorized by the shareholders and the Board of Directors of the Corporation pursuant to an action by written consent in accordance with §§607.0704 and 607.0821, Fla. Stat., on the 30th day of April, 2000.

Jonathan L. Hay, Esquire
Purcell, Flanagan & Hay, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
(904) 355-0355
Florida Bar No.: 456586

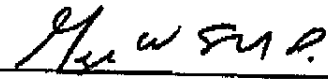
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4. The number of votes cast for this Amendment by the shareholders and directors was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 30th day of April, 2000.



George W. Sheffield, Jr. - President

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