

Ross + Associates

Requester's Name

2900 S.W. 28th Terrace

Address

Miami, FL 33133

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) **400003102154--2**
-01/19/00--01021--009
120.00 **60.00
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #) **L 99-4558**
4. _____ (Corporation Name) _____ (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

cmth
2/15

Examiner's Initials

ARTICLES OF AMENDMENT
OF
HEMISPHERIC UNDERWRITING MANAGERS, L.L.C.

The following provisions of the Articles of Organization of HEMISPHERIC UNDERWRITING MANAGERS, L.L.C., a Florida Limited Liability Company, filed in Tallahassee, Florida on July 23, 1999, be and they hereby are amended in the following particulars:

Article IV., Registered Agent and Office, be and it hereby is amended to read as follows: The name of the initial registered agent of the Company is Robert A. Freeman, and the street address of the initial registered agent of the Company is 2601 South Bayshore Drive, 12th Floor, Miami, Florida 33133.

Article VII., Management of the Company, be and it hereby is amended to read as follows: The management of the limited liability company is reserved to the member(s). The following person(s) have initially been elected as managers and/or directors:

John H. Blake, President (CEO)/Director
7801 Los Pinos Boulevard
Coral Gables, FL 33143-6451

Julio Jimenez, Vice President
7801 Los Pinos Boulevard
Coral Gables, FL 33143-6451

Carlos Ulloa, Director
2601 South Bayshore Drive, #2040
Miami, FL 33133

Nitza Rivera, Corporate Secretary
7801 Los Pinos Boulevard
Coral Gables, FL 33143-6451

Julio Ulloa, Director
2601 South Bayshore Drive, #2040
Miami, FL 33133

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Michael King, Director
Monument Insurance Brokers Limited
5 Lloyds Avenue
London EC3N 3AE, England

Philip James, Director
c/o Primary Investment Group
(Bermuda), Ltd.
2nd Floor, John Swan Building
Victoria Street
Hamilton, Bermuda

Affidavit of Membership and Contributions, be and it is hereby amended to read

as follows:

1. the above-named limited liability company has at least one member;
2. the total amount of cash contributed by the member(s) is \$750,000.00;
3. if any, the agreed value of property other than cash contributed by the member(s)

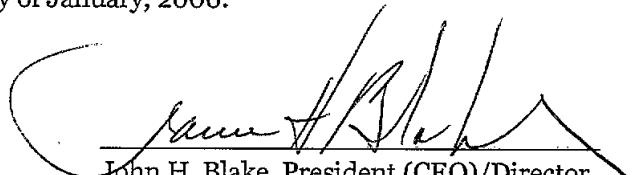
is \$0.00; and

4. the total amount of cash or property anticipated to be contributed by the member(s) is \$750,000.00. This total includes amounts from 2 and 3 above*;

5. a total of 5,000 shares are authorized at a par value of ten cents of a dollar (\$0.10) to be issued 100% to Hemispheric Holding Co., L.L.C.

*Notwithstanding that described in this item (No. 4) members reserve the right from time to time to modify total capital as they see fit.

The foregoing amendments were adopted by the Stockholders and Directors of the corporation on the 21st day of January, 2000.


John H. Blake, President (CEO)/Director
Hemispheric Underwriting Managers, L.L.C.

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

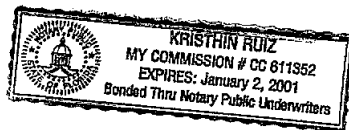
BEFORE ME, the undersigned authority, personally appeared, John H. Blake,
known to me to be the person who executed the foregoing Articles of Amendment and
he acknowledged before me that he executed such instrument for the purposed therein
stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st

January 2000.

Kristin Ruiz
Notary Public, State of Florida

My commission expires:



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