

M17629

JOEL DE FABIO
ATTORNEY AT LAW

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2121 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

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MEMBER OF THE FLORIDA
AND
NEW JERSEY BAR

December 12, 1996

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*****96.25 *****96.25

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: American Bonding and Insurance Corp.
DOC No.: M17629

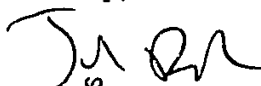
Dear Sirs:

Enclosed please find the Articles of Amendment to the Articles of Incorporation for the above captioned corporation.

Please prepare a certified copy of said Articles of Amendment, endorse your approval thereon, and return a certified copy to our office. Also enclosed is a check in the amount of \$96.25 to cover the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Certification of Status	\$ 8.75

Sincerely,


Joel De Fabio, Esquire

RECEIVED
96 DEC 16 10 08 AM '96
DIVISION OF CORPORATIONS
Tallahassee, Florida

~~1256 110000~~

SH 1/3

97 JAN -2 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 27, 1996

Joel DeFabio
2121 Ponce De Leon Blvd.
Suite 430
Coral Gables, FL 33134

SUBJECT: AMERICAN BONDING AND INSURANCE, CORP.
Ref. Number: M17629

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Please sign the enclosed check.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 796A00057516

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN BONDING AND INSURANCE CORP.

FILED
97 JAN -2 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ITEM I: The name of this corporation shall be changed to:
AMERICAN BONDING & INSURANCE AGENCY, INC.

All other provisions of the Articles of Incorporation are hereby ratified and reaffirmed.

ITEM II: This amendment was unanimously adopted by the corporation's shareholders on the 2nd day of December, 1996.

IN WITNESS WHEREFORE, the undersigned, Joe Mastrapa, as President of the corporation, has executed that Articles of Amendment this 2nd day of December, 1996, and hereby certifies that it was unanimously adopted by the shareholders as of the above stated date.

Dated: December 2, 1996

AMERICAN BONDING & INSURANCE AGENCY, INC.

BY: Joe Mastrapa
JOE MASTRAPA, PRESIDENT

ATTEST:

Luis A. Rodriguez
LUIS A. RODRIGUEZ
Secretary/Treasurer

STATE OF FLORIDA)
COUNTY OF DADE) ss.:

Before me, the undersigned authority, personally appeared Joe Mastrapa, to me well known to be the person who executed the foregoing Articles of Amendment to the Articles of Incorporation and acknowledged before me, according to the law, that he made and subscribed the same for the purpose therein mentioned and set forth.

9 IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of December, 1996.


NOTARY PUBLIC

My Commission Expires:

 NELSON SOTO, JR.
COMMISSION # CC 572167
EXPIRES JUL 25, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

c:\eva\corporat\ameri\article1

WAIVER OF NOTICE OF SPECIAL MEETING
of the
BOARD OF DIRECTORS AND STOCKHOLDERS
of
AMERICAN BONDING AND INSURANCE CORP.

We, the undersigned, being all of the Directors and Stockholders of the Corporation, hereby agree and consent that a Special Meeting of the Board of Directors and Stockholders of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.


We, do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournments thereof as may be deemed advisable by the Directors and Stockholders present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

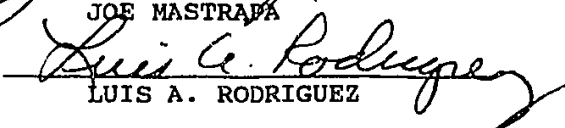
Place of Meeting: 2121 Ponce de Leon Blvd.
Suite 430
Coral Gables, Florida 33134

Date of Meeting: December 2, 1996

Purpose of Meeting: Change of Corporate Name

Dated:


JOE MASTRAPA


LUIS A. RODRIGUEZ

MINUTES OF SPECIAL MEETING
OF
BOARD OF DIRECTORS AND STOCKHOLDERS
OF
AMERICAN BONDING AND INSURANCE CORP.

A Special Meeting of the board of Directors and Stockholders of the above-captioned Corporation was held on the date and the time and place set forth in the written Waiver of Notice signed by all of the Directors and Stockholders, fixing such time and place, and prefixed to the minutes of this meeting.

The meeting was called to order by the President who then noted that all of the Directors and Stockholders were present in person.

The Secretary presented a written Wavier of Notice of the date, time and place of the meeting, and the same was order filed and spread at length upon the minutes.

The President then stated that the purpose of the meeting was to discuss the change of corporate name. After much discussion upon motion seconded and unanimously carried was

RESOLVED effective immediately the name of the corporation shall be changed to "AMERICAN BONDING & INSURANCE AGENCY, INC." The Corporate secretary is hereby directed to file the necessary documents with the Secretary of State Office in Tallahassee to effectuate such name change. Joe Mastrapa, as President, and Luis A. Rodriguez, as Secretary/Treasurer, shall be authorized to sign the Articles of Amendment to Articles of Incorporation.

There being no further business before the meeting, on motion
duly made, seconded and carried, the meeting was adjourned.

DATED: 12/2/96

ATTEST:


JOE MASTRAPA, PRESIDENT


LUIS A. RODRIGUEZ, SECRETARY/TREASURER

CORPORATE SEAL