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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 10, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-11/14/00--01008--019
*****35.00 *****35.00

Re: Statement of Change of Registered Office
and Registered Agent of Regional Insurance Management Group, Inc.
Our File No. 00-3060

Dear Sir:

I am enclosing herewith the original Statement of Change of Registered Office and Registered Agent of Regional Insurance Management Group, Inc., changing the registered agent and address of the registered agent of the Corporation.

Also enclosed is a check payable to the Florida Secretary of State in the amount of \$35.00 for your fee.

Please date stamp the copy of this letter with the date of filing of the Statement of Change and return the same to me in the self-addressed, stamped envelope provided for that purpose.

If there are any difficulties, please give me a call.

Sincerely,

William A. Wares
William A. Wares

cc: Corporation Services Corporation

Enclosure

PA change

T. LEWIS NOV 27 2000

CHARTER NO. P00000100117

DATE FILED: October 27, 2000

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATEMENT OF CHANGE OF
REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is Regional Insurance Management Group, Inc.
2. The name and street address of its present registered agent is
Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301
3. The name and street address to which the registered agent is to be changed is
Steven I. Gildar
11710 Plumosa Road
Tampa, Florida 33618
4. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
5. Such change was authorized by resolution duly adopted

by its board of directors dated 11-8, 2000

DATED: 11-8-2000


STEVEN I. GILDAR
DIRECTOR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS BY THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

DATED: 11-8-00


STEVEN I. GILDAR
DIRECTOR

WRITTEN ACTION
OF THE
BOARD OF DIRECTORS
OF

REGIONAL INSURANCE MANAGEMENT GROUP, INC.

The undersigned, being all of the Directors of REGIONAL INSURANCE MANAGEMENT GROUP, INC., finding it inconvenient to assemble in formal meeting, do hereby consent to the adoption and approval of the following resolutions:

Change of Registered Agent and Registered Office

RESOLVED, that the Registered Agent of this Corporation shall be changed from Corporation Service Company to Steven I. Gildar, and that the Registered Office of this Corporation shall be changed from 1201 Hays Street, Tallahassee, Florida 32301 to 11710 Plumosa Road, Tampa, Florida 33618.

DATED: 11-8-00



STEVEN I. GILDAR

DIRECTOR