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FLORIDA DEPARTMENT OF STATE
ALLAHASSEE, FLORIDA

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BASIC AMENDMENT

U. S. INSURANCE SERVICES, INC.

Certificate of Status	0
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ARTICLES OF AMENDMENT
OF
U.S. INSURANCE SERVICES, INC.

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ALLAHABAD, FLORIDA

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

1. The name of this corporation is U.S. Insurance Services, Inc. (the "Corporation").
2. That Article III of the Articles of Incorporation of the Corporation is hereby amended and replaced in its entirety to read as follows:

EFFECTIVE DATE
12-31-05

ARTICLE III. CAPITAL STOCK

(a) Authorized Capital Stock. This Corporation is authorized to issue 100,000 shares of common stock of par value of \$0.10 per share. One thousand (1,000) shares shall be designated as Class A Voting Common shares, and ninety-nine thousand (99,000) shares shall be designated as Class B Non-Voting Common shares. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

(i) Class A Voting Common Shares. Each holder of Class A Voting Common shares shall have one vote in respect of each share held, and the exclusive voting power with respect to the corporation shall be vested in the holders of the Class A Voting Common shares. At all meetings of voting shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(ii) Class B Non-Voting Common Shares. Except as otherwise expressly provided by law, the holders of Class B Non-Voting Common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders, and the exclusive voting power with respect to the corporation shall be vested in the holders of voting common shares.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

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(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by a shareholders' agreement recorded in the Corporation's minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

3. Each share of issued and outstanding common stock, as of the effective date hereof, shall be converted into a Class A Voting Common share or Class B Non-Voting Common share, pursuant to a Plan of Recapitalization approved by the shareholders and Board of Directors of the Corporation, effective upon the effective date of these Articles of Amendment.

4. The foregoing amendment was approved by the Board of Directors of the Corporation by unanimous Written Consent on the 16th day of December, 2005, and the foregoing amendment was adopted by all of the Shareholders of the Corporation by unanimous Written Consent on the 16th day of December, 2005; and

5. The foregoing amendment shall become effective December 31, 2005.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment, this 16th day December, 2005.



David A. Coffman, President

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