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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Coulllette JUN 03 2003

PATRICIA A. MULLENDORE
ATTORNEY AT LAW

2000 CLASSEN BOULEVARD
P.O. BOX 268847
OKLAHOMA CITY, OKLAHOMA 73126-8847
405-523-5730
FAX -- 405-523-5429

VIA OVERNIGHT MAIL

May 21, 2003

Florida Department of State
R.A. Gray Building
500 S. Bronough
Tallahassee, FL 32399-0250

**AMENDMENTS TO
ARTICLES OF INCORPORATION
MERCURY INSURANCE COMPANY OF FLORIDA
MERCURY INDEMNITY COMPANY OF FLORIDA**

Dear Sir or Madam:

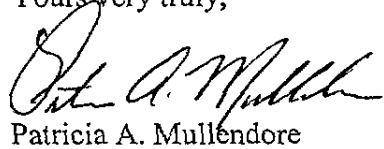
Enclosed please find the following documents for filing with the Florida Secretary of State:

1. Articles of Amendment to Articles of Incorporation of Mercury Insurance Company of Florida.
2. Check in the amount of \$52.50 for the filing fee of \$35.00 and two (2) certified copies of the Articles of Amendment (\$8.75 each).
3. Articles of Amendment to Articles of Incorporation of Mercury Indemnity Company of Florida.
4. Check in the amount of \$52.50 for the filing fee of \$35.00 and two (2) certified copies of the Articles of Amendment (\$8.75 each).

Please return two (2) certified copies of each Amendment to the Articles of Incorporation in the enclosed postage prepaid envelope. Please contact me if you have any questions.

Thank you for your attention to this matter.

Yours very truly,

A handwritten signature in cursive script, appearing to read "Patricia A. Mullendore".

Patricia A. Mullendore

PAM:tm

Enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MERCURY INDEMNITY COMPANY OF FLORIDA**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

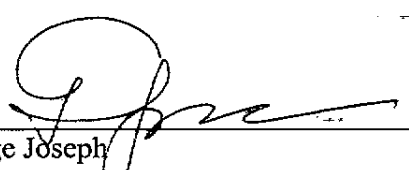
**ARTICLE III
CAPITAL STOCK**

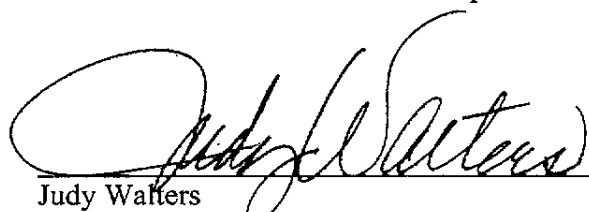
The maximum number of shares of stock that this corporation is authorized to issue is One Million, Two Hundred Thousand (1,200,000) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share. The corporation shall not begin transacting business unless it achieves a capital and surplus of \$5 million.

SECOND: The above amendment was adopted on May 14, 2003.

THIRD: The amendment was approved by the sole shareholder of record, Mercury General Corporation. The number of votes cast for the amendment was sufficient for approval.

Signed this 14th day of May, 2003.


George Joseph
Chairman of the Board of Directors and
Chief Executive Officer of the Corporation


Judy Walters
Secretary of the Corporation