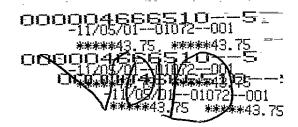
CAPSTONE

· Underwriting Managers, Inc.

P01000089252

October 31, 2001

Secretary of State Corporate Records Bureau Division of Corporations P. O. Box 6327 Tallahassee, FL 32314



RE:

Amendment #1 to Articles of Incorporation Capstone Underwriting Managers, Inc.

Dear Sir:

Enclosed please find the original and one (1) copy of Amendment #1 to the Articles of Incorporation relating to the above corporation together with our check in the amount of \$43.75 to cover the following fees:

Filing Fee

35.00

Certified Copy

8.75 \$43.75

Please file the original and return the stamped copy of the Articles to me at the address below.

Sincerely,

Gary Simmons

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Debra gave authorization to add title for the Rerson Digning Document. 11/21

Amend. 11/21

144 FIRST AVENUE SOUTH + SUITE 600 + ST. PETERSBURG + FLORIDA + 33701

CAPSTONE Underwriting Managers, Inc.

November 19, 2001

Department of State Attn: Doug Spitler Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

RE: AMENDMENT #1 TO ARTICLES OF INCORPORATON OF CAPSTONE UNDERWRITING MANAGERS, INC.

Dear Doug:

Further to our conversation of this morning, enclosed please find a second original and one (1) copy of Amendment #1 to the Articles of Incorporation relating to the above corporation. Our check number 4414 in the amount of \$43.75 cleared on November 6th but as discussed the Amendment was neither approved nor returned to us.

The check was dated October 31, 2001, the routing and tracking information is difficult to distinguish, however the information given on the back of the check is a follows:

Endorsement Line: Department of State 4500453 For Deposit Only 11/05/01-01072-1009068796*****43.75

Banking Area: Bank of America – JAX 06300047 for E3880 01 P01 11/6/01 5740654151 211185609

Please apply these funds to the cost of the filing fee and certified copy.

Also, please file the original and return the stamped copy of the Amendment to me at the above address. Thank you.

Sincerely,

Felicia Griffiths Accounting

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF CAPSTONE UNDERWRITING MANAGERS, INC.



P01000089252

Document Number of Corporation

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:

1. Amendment #1 adopted:

ARTICLE III PURPOSE of the Articles of Incorporation is amended to read as follows:

ARTICLE III PURPOSE

This corporation is organized for the purpose of engaging in any lawful business or activity, including the business of insurance, as permitted under the laws of the United States and the State of Florida.

- 2. The date of this Amendment #1's adoption is October 30, 2001.
- 3. Adoption of Amendment #1 was approved by the shareholders. The number of votes cast for this Amendment #1 was sufficient for approval.

THE UNDERSIGNED HEREBY MAKES, SUBSCRIBES, ACKNOWLEDGES AND FILES THIS AMENDMENT #1 UNDER THE LAWS OF THE STATE OF FLORIDA.

IN WITHESS WHEREOF, this Amendment #1 to the Articles of Incorporation has been signed, as incorporator, by:

Gary S. Simmons

Treasoner

DATE:

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me, the undersigned Notary Public in and for the Sate of Florida at large, personally appeared GARY S. SIMMONS to me well known, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, being duly sworn, acknowledged that he executed the same for the uses and purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal this day of <u>DCLOGO</u>, 2001.

My Commission Expires:

NANCY J. BECK
MY COMMISSION # CC 824558
EXPIRES: April 8, 2003
Bonded Thru Netary Public Underwriters

Votary Public