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LIVINGSTON & REILLY, P.A.

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February 5, 2002

VIA FEDERAL EXPRESS

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

900004883969--1
-02/06/02--01081--002
*****87.50 *****87.50

RE: Articles of Amendment to Articles of Incorporation;
Association Insurance Managers, Inc.;
#P02000004391

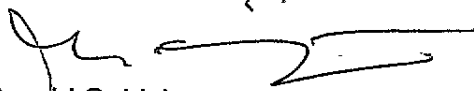
Dear Sir or Madam:

Enclosed herewith please find the original and one copy of Articles of Amendment to Articles of Incorporation of Association Insurance Managers, Inc. Please file the original and return a certified copy to our office. We have provided a self-addressed stamped envelope for your convenience. Also enclosed is our check in the amount of \$87.50 for the filing fee and certified copy.

Thank you for your attention in regard to the enclosed.

Sincerely,

Livingston & Reilly, P.A.


Gerald S. Livingston

GSL/cje
Enclosure

FILED
02 FEB -6 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
T. Lewis 2/1/02

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ASSOCIATION INSURANCE MANAGERS, INC.**

FILED
02 FEB -6 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed January 14, 2002, #P02000004391,

FIRST: The Capitol Stock is amended:

From: The aggregate number of shares which the corporation is authorized to issue is One Thousand Shares (1,000). The shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

To: The aggregate number of shares which the corporation is authorized to issue is One Hundred Thousand Shares (100,000). The shares shall be of a single class and shall have a par value of Ten Cents (\$0.10) per share.

SECOND: The amendment was adopted by the Board of Directors on the 30th day of January, 2002.

THIRD: No stock has yet been issued in the corporation.

DATED this 1st day of February, 2002.

**ASSOCIATION INSURANCE MANAGERS,
INC.**

By: _____

Gerald S. Livingston, Esquire
Incorporator/Secretary/Director

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, Gerald S. Livingston, who is personally known to me, and who executed the foregoing Articles of Amendment to Articles of Incorporation and he acknowledged before me that he executed the said Articles of Amendment to Articles of Incorporation as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

WITNESS my hand and official seal in the County and State last aforesaid 1st
day of February, 2002.



(SEAL)

Carrie Eames
Notary Public
State of Florida

My commission expires:

2/21/04