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Account Name : STEARNS WEAVER MILLER, ET AL.
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DIVISION OF CORPORATIONS

BASIC AMENDMENT**LTC RISK RETENTION GROUP, INC.**

Certificate of Status	0
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Name Change
09/20/04
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APPROVED

ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LTC RISK RETENTION GROUP, INC.

SEP 8 2004

Docketed by g

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, LTC Risk Retention Group, Inc., a Florida corporation (the "Corporation"), adopts the following articles of amendment to its Amended and Restated Articles of Incorporation.

ARTICLE I

The name of the Corporation is **LTC Risk Retention Group, Inc.**

ARTICLE II

Article I of the Corporation's Amended and Restated Articles of Incorporation is deleted in its entirety and the following is substituted in its stead:

The name of the Corporation is **Ponce de Leon LTC Risk Retention Group, Inc.** The principal office and the mailing address of the Corporation is 506 Sarasota Quay, Sarasota, Florida 34236. Subject to change and relocation by the Board of Directors.

The undersigned hereby certified that the foregoing amendment was duly approved and adopted by the Board of Directors of the Corporation at a meeting held on June 28, 2004 and by the shareholders of the Corporation at a meeting of the shareholders held on June 28, 2004. The number of votes cast was sufficient for approval.

Dated this 19 day of July, 2004.

LTC RISK RETENTION GROUP, INC.

By: Raymond M. Johnson
Name: Raymond M. Johnson
Title: President

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF FINANCIAL SERVICES
FINANCIAL SERVICES COMMISSION
OFFICE OF INSURANCE REGULATION

KRIVEN M. McCARTY
DIRECTOR

SEN BUSH
GOVERNOR
TOM DALLAGHER
CHIEF FINANCIAL OFFICER
CHARLIE CRIST
ATTORNEY GENERAL
CHARLES WROBSON
COMMISSIONER OF AGRICULTURE

VIA U.S. MAIL

September 13, 2004

Mr. Curtis H. Sitterson
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.
Museum Tower
150 West Flagler Street
Miami, FL 33130

RE: Request to change name of LTC Risk Retention Group, Inc. to Ponce de Leon LTC Risk Retention Group, Inc.

Dear Mr. Sitterson:

Please be advised that your requested name has been approved effective September 9, 2004. Our records have been updated and now reflect the following:

Old Name: LTC Risk Retention Group, Inc.
Old FEIN: 02-0650614

New Name: Ponce de Leon LTC Risk Retention Group, Inc.
New FEIN: 02-0650614

As a result of this name change, your policy forms will need to be modified accordingly. You have ten (10) days to select and complete one of the two following options. Due to the name change, policy forms with changes next to the text must be refiled and submitted to the P&C Forms Section for approval. If there are no changes to the text, you may instead contact John L. Swyers in the Division of Legal Services, to enter into a Consent Order in lieu of refiling all forms. If you choose to effect this change through a Consent Order, you will need to file a list of all forms with the new company name and include a statement that no changes will be made to the text. Mr. Swyers' phone number is (850) 413-4158. Please contact him within (10) days of receipt of this letter to initiate this option.

In order to expedite matters, you need to submit a name change endorsement form for approval by the P&C Forms Section, which will be mailed to each of your insureds to notify them accordingly. You may continue to use old policy forms for a period of thirty (30) days after the date the Consent Order is executed by the Office or the refiled forms have been approved.

The three original Articles of Amendment that were submitted with the Application for Name Change are enclosed and have been stamped "approved" by the Office. They should now be submitted to the Department of State for approval. Once the Articles of Amendment have been stamped "approved" by the Department of State, one copy should be returned to the Office for our file.

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Sent by: STEARNS WEAVER

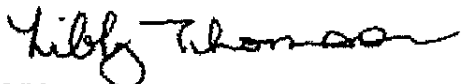
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An amended Certificate of Authority with the company's new name is also enclosed. If there are any additional questions, please give me a call at (850) 413-5246.

Sincerely,



Libby Thomson
Reinsurance/Financial Specialist

cc: Division of Rehabilitation and Liquidation
Legal Affairs, Service of Process
Bureau of P&C Forms and Rates
Bureau of Licensing
Bureau of Consumer Assistance
Bureau of Collateral Management
Bureau of P&C Market Conduct

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**PONCE DE LEON LTC RISK
RETENTION GROUP, INC.**

Is hereby authorized to transact insurance in the
State of Florida.

This certificate signifies that the company has
satisfied all requirements of Florida Insurance
Code for the issuance of a Risk Retention Group
Certificate Of Authority and remains subject to the
laws of Florida.

Date of Issuance: January 30, 2003

No. 04 - 020650614



Kevin M. McCarty
Director of Insurance Regulation



**Florida
Office
of Insurance
Regulation**

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