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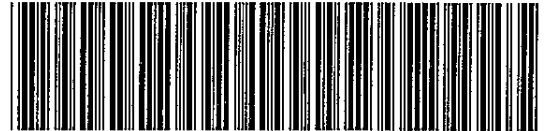
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WC
CRG
7/15

BASKIN ♦ FLEECE

ATTORNEYS AT LAW

Hamden H. Baskin, III
Joseph W. Fleece, III
LeAnne C. Lake

Glenda J. VanderLoop, CLA, CFLA

July 2, 2004

Feather Sound Corporate Center II
13577 Feather Sound Drive • Suite 550
Clearwater, Florida 33762
Phone: 727.572.4545
Fax: 727.572.4646
www.baskinfleece.com

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Bob & Dawn, Inc.

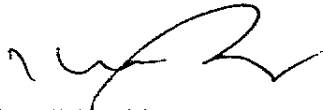
Gentlemen:

Enclosed is an original Articles of Amendment and original Certificate of Amendment on behalf of Bob & Dawn, Inc., for filing.

Also enclosed is our firm's check in amount of \$35 for the required filing fees. Please process same and contact our office if you should have any questions.

Thanking you in advance and with kind regards, I remain

Sincerely yours,

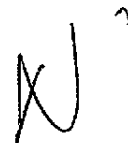


Hamden H. Baskin, III

HHBIII/gvl

Enclosures: as stated

cc: Lee King
Robert W. Landry, Sr.



**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BOB & DAWN, INC.**

FILED
04 JUL -8 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation of BOB & DAWN, INC., a Florida Corporation, filed in Tallahassee on the 16th day of June, 2004, be and hereby are, amended in the following particulars:

1. Article I, be and it hereby is deleted in its entirety and a new Article I, be and is hereby added to read as follows:

"ARTICLE I

The name of the corporation shall be:

A PLUS INSURANCE AGENCY, INC."

2. The foregoing Amendment, requiring shareholder action, was approved by all shareholders entitled to vote and by the directors, both by unanimous vote, at a Special Meeting of Directors and Shareholders, held on the 1ST day of July, 2004 and effective upon acceptance by the Secretary of State.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 1 day of July, 2004.

ATTEST:

Dawn A. Landry
DAWN A. LANDRY, Vice President

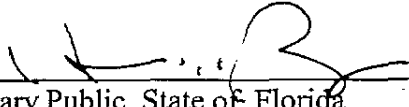
Robert W. Landry, Sr.
ROBERT W. LANDRY, SR., President/Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

SWORN TO and subscribed before me this 1 day of July, 2004, personally appeared ROBERT W. LANDRY, SR., as President/Secretary of BOB & DAWN, INC., a Florida

corporation, who is personally known to me, or who produced _____
as identification, and DAWN A. LANDRY, Vice President of BOB & DAWN, INC., a Florida
corporation, who is personally known to me, or who produced _____
as identification, and who did or did not take an oath.

DATED this 1 day of July, 2004.



Notary Public, State of Florida
My commission expires:



Hamden H. Baskin, III
MY COMMISSION # DD222841 EXPIRES
July 22, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
BOB & DAWN, INC.**

BOB & DAWN, INC., a Florida Corporation, under the corporate seal and hand of its President and Secretary, both of whom have signed below, hereby certifies that:

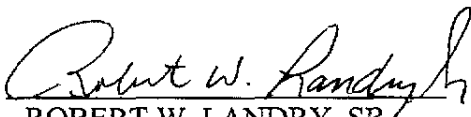
I. The Board of Directors and Shareholders of said Corporation, at a combined special meeting of the Shareholders and Directors held on June 30, 2004 made the following resolution:


BE IT RESOLVED by the Board of Directors of BOB & DAWN, INC., that the said Board deems it advisable and hereby declares it to be advisable that the Articles of Incorporation of the corporation, be amended, changed and altered as set forth on the attached Exhibit "1", proposed Articles of Amendment, providing for a name change of the corporation to "A PLUS INSURANCE AGENCY, INC."

II. At the aforesaid combined Meeting, the Stockholders and Directors of the Corporation, by unanimous vote, on said date, approved said Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be filed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on the date shown below.

DATED: July 1, 2004.

By: 
ROBERT W. LANDRY, SR.
President/Secretary/Shareholder
Director

Attest: 
DAWN A. LANDRY
Vice President/Shareholder
Director

CORPORATE SEAL