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APR 27 2012

T. LEMIEUX

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
USASSURE INSURANCE SERVICES OF FLORIDA, INC.
DOCUMENT NO. P04000146036

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR 26 A 9 36
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Pursuant to the provisions of Section 607.1006, *Florida Statutes*, the undersigned Florida corporation adopts the following amendment to its Articles of Incorporation.

1. Article V of the Articles of Incorporation of USAssure Insurance Services of Florida, Inc. is hereby amended in its entirety to read as follows:

"ARTICLE V
Capital Stock

1. Authorized Capital. The Corporation shall have authority to issue 100,000 shares of capital stock of which 10,000 shares shall be voting common stock, par value \$.01 per share ("Voting Common Stock") and 90,000 shares shall be non-voting common stock, par value \$.01 per share ("Non-voting Common Stock" and collectively with the Voting Common Stock shall be referred to as the "Common Stock")

2. Voting Common Stock. The shares of voting common stock shall have the following characteristics:

(a) except as otherwise specifically provided herein, the holders of shares of the voting common stock shall have all the rights and privileges granted generally to the holders of the common stock of a corporation by the laws of the State of Florida and shall have the right to vote on all matters coming before meetings of the shareholders of the Corporation or otherwise required by applicable law to be presented to the Corporation's shareholders for a vote.

(b) the holders of shares of voting common stock shall be entitled to one vote on matters presented to shareholder for each share of such stock held.

3. Non-Voting Common Stock. The shares of non-voting common stock shall have the same characteristics as the shares of voting common stock except that the holders of the non-voting common stock shall be entitled to no vote on any matter coming before meetings of the shareholders of the Corporation or otherwise

H12000114709 3

required by applicable law to be presented to the Corporation's shareholders for a vote.

4. All Capital Stock All of the shares of the Corporation's voting and non-voting common stock shall have the following characteristics:

(a) No holder of any share of the voting or non-voting common stock of the Corporation shall have any pre-emptive or preferential rights of subscription to any shares of stock of the Corporation of any kind, class, or series, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold.

(b) The Board of Directors shall have no right to call for redemption any portion of the voting or non-voting common stock of the Corporation except in pursuance of a plan of complete liquidation; however, the Board of Directors may receive and accept offers to the Corporation by holders of voting or non-voting common stock for redemption at such values and upon such terms and conditions as the Board of Directors and such offering shareholders shall mutually determine. In the event the Board of Directors shall agree with a shareholder to redeem any shares of voting or non-voting stock of the Corporation, no other holder of shares of such stock not so redeemed shall have any right to demand that any of his shares of such stock also be redeemed.

(c) Upon any complete liquidation of the Corporation, each holder of voting and non-voting common stock shall be entitled to the distribution of such holder's allocable share of the assets of the Corporation remaining after the satisfaction of all liabilities of the Corporation.

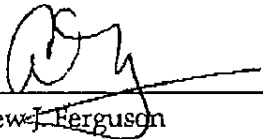
2. The foregoing amendment was unanimously approved by the Board of Directors and the shareholders of the corporation on April 26, 2012. The number of votes cast for the amendment by the shareholders was sufficient for approval.

SIGNATURE PAGE FOLLOWS

H12000114709 3

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on April 26, 2012.

USASSURE INSURANCE SERVICES
OF FLORIDA, INC.

By: 

Andrew J. Ferguson
President

H12000114709 3