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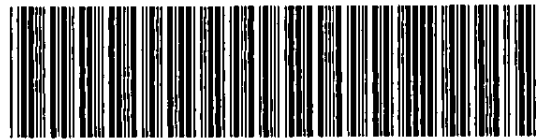
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GEORGE V. MATLOCK

LAW OFFICES

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December 26, 2012

Via Hand Delivery

Amendments Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Safe Harbor Insurance Company

Gentlemen:

Enclosed for filing three original Articles of Amendment to the Articles of Incorporation of Safe Harbor Insurance Company. I also enclose a copy of correspondence from the Office of Insurance Regulation approving the amendment to the Articles.

As instructed by the OIR, please file one original of the Articles of Amendment and return two file stamped original copies to me. Please also provide me with three (3) certified copies of the Articles of Amendment.

I enclose our check in the amount of \$61.25, representing the filing fee for the Articles of Amendment and the cost for the three certified copies. I request that you call my office to pick up the filed Articles when ready. Thank you for your assistance.

Sincerely,


George V. Matlock

Enclosures



OFFICE OF INSURANCE REGULATION

KEVIN M. MCCARTY
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

RICK SCOTT
GOVERNOR

JEFF ATWATER
CHIEF FINANCIAL OFFICER

PAM BONDI
ATTORNEY GENERAL

ADAM PUTNAM
COMMISSIONER OF
AGRICULTURE

December 21, 2012

William E. Roche, President
Safe Harbor Insurance Company
2549 Barrington Circle
Tallahassee, FL 32308

**Re: Safe Harbor Insurance Company ("Safe Harbor") Amendment to Articles of
Incorporation**

Dear Mr. Roche,

The Florida Office of Insurance Regulation ("Office") is in receipt of your letter dated November 29, 2012 requesting approval of an amendment to the First Restated Articles of Incorporation. This request has been approved. Enclosed please find the three stamped Articles of Amendment. All three should be submitted to the Secretary of State; after approval, one original should be returned to the Office.

Please feel free to contact me with any questions.

Sincerely,

LaVerne D. Stephens
LaVerne D. Stephens

DEC 21 2012

**ARTICLES OF AMENDMENT
TO THE
FIRST RESTATED ARTICLES OF INCORPORATION
OF
SAFE HARBOR INSURANCE COMPANY**

Declassified by: L. L. Lee Jr.

Pursuant to the provisions of section 607.1006, Florida Statutes, SAFE HARBOR INSURANCE COMPANY adopts the following articles of amendment to its Articles of Incorporation:


1. Article VIII of the First Restated Articles of Incorporation is deleted in its entirety and is replaced by the following:

ARTICLE VIII - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue is Two Million Five Hundred Thousand (2,500,000) shares of common stock having a par value of one dollar per share.

2. The date of adoption of this amendment was: November 29, 2012.
3. The amendment was approved by the shareholders. The number of votes cast were sufficient for approval.
4. The amendment will be effective upon filing.

Signed this 29th day of November, 2012.


Michael K. Eigen, Secretary

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