

CLEM, POLACKWICH, VOCELLE & TAYLOR
ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING
PROFESSIONAL ASSOCIATION

CHESTER CLEM, P.A.
ALAN S. POLACKWICH, S.P.
LOUIS B. VOCELLE, JR., P.A.
JAMES A. TAYLOR, III

PAUL R. BER

ROBERT GOLDEN
OF COUNSEL

* BOARD CERTIFIED CIVIL TRIAL LAWYER
* BOARD CERTIFIED BUSINESS LITIGATION LAWYER
* CERTIFIED CIVIL MEDIATOR

SUITE 501
UNIVEST BUILDING

VERO BEACH, FLORIDA 32906-4278
TELEPHONE (561) 662-2610
FAX (561) 662-2610
<http://www.vero.com/web/law.htm>

BREVARD COUNTY OFFICE
301 EAST STRAWBRIDGE AVENUE
MELBOURNE, FLORIDA 32901
TELEPHONE (321) 721-1100
PLEASE REPLY TO
VERO BEACH

VIA PRIORITY MAIL DELIVERY

May 14, 1997

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

000002192770--2
-05/28/97--01022--024
*****35.00 *****35.00

RE: Riverside Financial Company

Dear Sirs/Ladies:

In regard to the above, please find enclosed the following original document:

1. Articles of Amendment to Articles of Incorporation
(Pursuant to Section 607.1006).

Please file the enclosed instrument and return your acknowledgment of filing to the undersigned. This firm's check in the amount of \$35.00 is enclosed representing payment of the fee for this service.

Thank you for your assistance.

Sincerely,

James A. Taylor, III

JAT:PAH
Encs. - check
24997

Handwritten: (M) 149,000,000.00 (Amount)

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
RIVERSIDE FINANCIAL COMPANY

In accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act, as amended, Riverside Financial Company (the "Company") does hereby submit the following amendment to the Articles of Incorporation of the Company, and certify as follows:

FIRST: The name of the company is Riverside Financial Company.

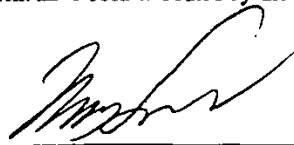
SECOND: By action of its Board of Directors and by the sole holder of all of the outstanding shares of the common stock of the Company, the only class of capital stock authorized by the Company's Articles of Incorporation, on August 23, 1996, an amendment to the Articles of Incorporation of the Company amending and restating Article II of the Articles of Incorporation to read in its entirety as follows was adopted:

"ARTICLE II. NATURE OF BUSINESS


This corporation shall engage or transact in any and all lawful activities permitted under the laws of the United States, the State of Florida or of any other state, county, territory, or principality, including, but not limited to, engaging, subject to compliance with applicable licensing or registration requirements, in the business of a general insurance agency for the sale of insurance and insurance investment products, including, but not limited to, property and casualty insurance, life insurance, disability insurance, and fixed and variable annuity products."

THIRD: The number of votes cast in favor of the amendment by the holder of the common stock of the Company, the only authorized class of capital stock, is sufficient for approval of the amendment.

IN WITNESS WHEREOF, the foregoing Articles of Amendment have been executed by the undersigned, thereunto duly authorized, this 23rd day of August, 1996.



Vernon D. Smith, President

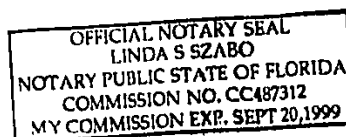


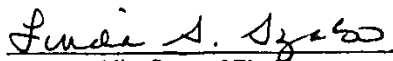
David Mulder, Secretary

STATE OF FLORIDA }
COUNTY OF ST. LUCIE }

Before me, the undersigned authority, on this day personally appeared Vernon D. Smith and David Mulder, known to me to be, respectively the President and Secretary of Riverside Financial Company, who being by me first duly sworn, did acknowledge that they had executed the foregoing instrument in their capacities as officers of Riverside Financial Company as the act and deed of Riverside Financial Company, and that it was true complete and correct.

WITNESS MY HAND AND SEAL, this 23rd day of August, 1996.





Notary Public, State of Florida

My commission expires _____