

P 96000024593

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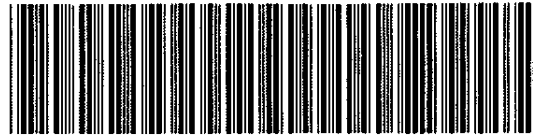
(Business Entity Name)

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DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Amend
C.COULLETTE

SEP 30 2011

EXAMINER

GALLOWAY BRENNAN, P.A.

Clyde W. "Billy" Galloway, Jr.
John "Jack" L. Brennan III

240 East 5th Avenue
Tallahassee, FL 32303
Telephone: (850) 224-0141
Facsimile: (850) 224-0883

Special Consultants:
Claude W. Mueller
J. Lee Roddenberry

September 29, 2011

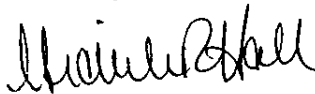
Florida Department of State
Division of Corporations
Clifton Bldg.
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Florida Family Insurance Company

Dear Sir or Madam:

Enclosed for filing are the Articles of Amendment to the Amended and Restated Articles of Incorporation of Florida Family Insurance Company. Also enclosed is our firm check in the amount of \$35.00 for costs associated with the filing. Please stamp the two extra copies provided and return for our files. Thank you for your assistance.

Sincerely,



Michele R. Hall
Legal Secretary

Encl.

PROVED

AUG 15 2011

ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FLORIDA FAMILY INSURANCE COMPANY,
a Florida corporation

Docketed by: *[Signature]*

(The Document Number of the Corporation is P96000024593)

(Adopted at Annual Shareholder Meeting on Sept. 28, 2011)

Pursuant to the provisions of Florida Statutes, Section 607.1006, FLORIDA FAMILY INSURANCE COMPANY (the "Corporation"), adopts the following amendments to its Amended and Restated Articles of Incorporation:

Article III, Section 1 is amended and restated to read as follows:

Section 1. Number of Shares. Each one hundred (100) shares of common stock, \$10.00 par value per share, of the Corporation, either issued and outstanding or held by the Corporation as treasury stock, immediately prior to the time this amendment becomes effective ("Pre-Reverse Split Shares") shall be and is automatically reclassified and changed (without any further act) into one (1) fully paid and nonassessable share of common stock, \$100.00 par value per share ("Post-Reverse Split Common Stock") (the "Reverse Split"), provided that no fractional shares shall be issued. Thereafter, any holder of record of Pre-Reverse Split Shares representing solely a fraction of a share of Post-Reverse Split Common Stock shall receive in lieu thereof an amount in cash equivalent to \$62.00 per share of Pre-Reverse Split Shares held by such holder immediately prior to the effective time of the Reverse Split and representing a fractional share of Post-Reverse Split Common Stock after the Reverse Split (the "Cash Out Amount"). Such Cash Out Amount to the holders of solely fractional shares may only be disbursed upon the presentment of the original stock certificate evidencing such shares, or, in the alternative, an Affidavit of Lost Stock Certificate, in form and substance reasonably satisfactory to the Corporation.

The original stock certificates for Pre-Reverse Split Shares representing interests with respect to only fractional shares of stock shall, as of the effective time of the Reverse Split, be deemed to represent the right to receive payment of the Cash-Out Amount only, without interest thereon, and shall no longer evidence stock ownership in the Corporation. As of such time, by virtue of the Reverse Split and without any action on the part of the holder of any stock of the Corporation or action on the part of the Corporation, each fractional share of Post-Reverse Split Common Stock shall automatically be cancelled and shall cease to exist, and no cash or other consideration, other than the Cash-Out Amount as provided herein, shall be deliverable in exchange therefor.

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The total number of shares of all classes of stock which the Corporation shall have the authority to issue after the effective time of the Reverse Split is 16,000,000, of which 6,000,000 shall be Post-Reverse Split Common Stock, with a par value of \$100.00 per share (which shall include the shares resulting from the Reverse Split), and 10,000,000 shares shall be preferred stock, with a par value of \$1.00 per share (the "Preferred Stock").

This amendment was properly adopted by the shareholders at a shareholders meeting on Sept. 28, 2011. The number of votes cast for the amendment by the shareholders was sufficient for approval.

The Reverse Split shall be effective as of the filing of these Articles of Amendment with the Florida Department of State.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and these Articles of Amendment of the Amended and Restated Certificate of Incorporation to be executed this 28 day of Sept., 2011.

FLORIDA FAMILY INSURANCE
COMPANY

By: Catherine Anderson
Name: Catherine Anderson
Title: Corporate Secretary

