GULF COAST UNDERWRITERS, INC.

3813 North Causeway Blvd., Suite 100 Metairie, Louisiana 70002 Phone (504) 828-3220 (504) 828-3229

June 5, 1998 1002735

Florida Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Regarding:

Document # P96000027351 (1)

Gentlemen:

Enclosed you will find Articles of Amendment to our Articles of Incorporation. We are filing these Amendments in order to effect an address change both for our business office in St. Petersburg, Florida and our mailing address in Metairie, Louisiana.

You will notice that the amendment to Article IV changes not only the address but also the name of our Registered Agent. We are not attaching herewith an Acceptance of Appointment of Registered Agent because our newly designated Registered Agent has already signed his acceptance. A copy of our Profit Corporation Annual Report is attached for your reference.

Our check in the amount of \$35.00 is also enclosed, to cover the filing fee for these Articles of Amendment.

Thank you for your assistance in this matter. If you have any questions or comments, please do not hesitate to contact the undersigned at the address or telephone shown above.

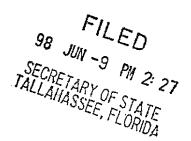
With kindest regards, we remain

Sincerely yours,

Accountant

Enclosures: 3

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



GULF COAST UNDERWRITERS INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

AMEND Article IV, Registered Agent, to read:

"The street address of the registered office, and principal place of business, of the corporation shall be: 405 Central Avenue, Suite 303, St. Petersburg, Florida 33701. The name of the registered agent of the corporation at that address shall be Dave L. Gonzales."

AMEND Article VI, Directors, as noted:

The last sentence of this paragraph shall be changed to read:
"The name and address of the initial member of the Board of Directors is:
Ronald A. Jakelis, 3813 N. Causeway Blvd., Suite 100, Metairie, Louisiana 70002."

ADD Article VIII, to read:

"The mailing address of the corporation shall be: 3813 N. Causeway Blvd., Suite 100 Metairie, Louisiana 70002 "

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

| THIRD: | The date of each amendment's adoption: all adopted May 1, 1998 |
|--|---|
| FOURTE | : Adoption of Amendment(s) (CHECK ONE) |
| | The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. |
| | The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): |
| | "The number of votes cast for the amendment(s) was/were sufficient for approval by" |
| ē | The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. |
| | The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. |
| Signature | Signed this 5 day of June, 19 48. |
| _ | (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) |
| OR | |
| (By a director if adopted by the directors) | |
| | OR |
| (By an incorporator if adopted by the incorporators) | |
| | Ronald A. Jakelis Typed or printed name |
| | Chairman and President |
| | Title |