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SECRETARY OF STATE
ARIANSSEE, FLORIDA

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June 25, 2003

Ms. Susan Payne Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re: Florida Preferred Property Casualty Insurance Company
Atlantic Preferred Insurance Company
Southern Family Insurance Company
Amended Articles of Incorporation

Dear Susan:

As regards our telephone conversation this date, the Department has reviewed and approved the Amended Articles of Incorporation for the above-referenced companies (See letter from the Florida Department Of Insurance [FDOI] attached), and I have enclosed these Articles for approval by the Secretary of State along with our check in the amount of \$131.25. (This amount includes the filing fee of \$35.00 for the three companies as well as the fee of \$8.75 for the certified approval of the three companies.)

Please note that I need to resubmit one copy of the attached Amended Articles to the FDOI after approval by the Secretary of State for their files.

Susan, thanks in advance for your assistance in this matter and trust all is satisfactory. If you have any questions upon receipt of this information, please do not hesitate to call me at (813) 259-4016. I will be on vacation next week (6/30-7/4) and will call you upon my return.

Sincerely,

Bethel A. Poe

Executive Assistant

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/bap

Enclosures:



DEPARTMENT OF FINANCIAL SERVICES OFFICE OF INSURANCE REGULATION

KEVIN M. McCarty DIRECTOR

COMMISSION JER BUSH

FINANCIAL SERVICES

GOVERNOR

TOM GALLAGHER CHIEF FINANCIAL OFFICER

CHARLIE CRIST ATTORNEY GENERAL

CHARLES BRONSON COMMISSIONER OF AGRICULTURE

CERTIFIED MAIL

June 24, 2003

Beth Poe Florida Preferred Property Casualty Insurance Company 511 W Bay St, Suite 400 Tamp FL 33606-2700

RE: Florida Preferred Property Casualty Insurance Company Atlantic Preferred Insurance Company Southern Family Insurance Company Amended Articles of Incorporation

Dear Ms. Poe:

The Department has reviewed and approved the Articles of Amendment to Articles of Incorporation for the above referenced companies. The Companies may now submit the approved Articles to the Secretary of State.

Please resubmit the one copy of Articles of each company to the Department after approval by the Secretary of State.

Please feel free to contact me if you have any questions.

Sincerely,

Helen Westberry

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

APPROVED

REN 34 20

SOUTHERN FAMILY INSURANCE COMPANY



Pursuant to the provisions of section 607.1006, Florida Statutes, the Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted: (include article number(s) being amended, added or deleted) ARTICLE II. Effective July 21, 2003, the Corporation shall have its principal place of busing located at: Two Harbour Place 302 Knights Run Avenue, Suite 700 Tampa, Florida 33602 **SECOND:** 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 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. Signed this / Signature James E. Wurdeman (As Chairman of the Board of Directors) AND

(As President and Director)