

FOLEY & LARDNER

ATTORNEYS AT LAW

CHICAGO  
DENVER  
JACKSONVILLE  
LOS ANGELES  
MADISON  
MILWAUKEE  
ORLANDO

300 EAST PARK AVENUE  
TALLAHASSEE, FLORIDA 32301-1514  
TELEPHONE (850) 222-6100  
FACSIMILE (850) 561-6475

SACRAMENTO  
SAN DIEGO  
SAN FRANCISCO  
TALLAHASSEE  
TAMPA  
WASHINGTON D.C.  
WEST PALM BEACH

December 31, 1998

Via Hand Delivery

Susan Payne  
Amendment Administrator  
Secretary of State's Office  
409 E. Gaines Street  
Tallahassee, Florida 32301

P97000027825

600002728076--1  
-12/31/98--01056--007  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

**Re: Clarendon Select Insurance Company  
Articles of Amendment to Articles of Incorporation**

Dear Susan:

Please find enclosed the original and one copy of the approved Articles of Amendment to Articles of Incorporation for Clarendon Select Insurance Company, which need to be filed with the State. I have enclosed a check for \$43.75, which represents payment for the filing fee and obtaining a certified copy.

Please contact our office when the certified copy is ready to be picked up. Thank you for your assistance in this matter.

Sincerely,

Shaun K. Jackson  
Legal Secretary to  
Clyde W. Galloway, Jr.

RECEIVED  
98 DEC 31 PM 12:58  
ENCLOSURES  
OFFICE OF THE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend  
1-4-99  
DAS

98 DEC 31 PM 3:46  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF  
CLARENDON SELECT INSURANCE COMPANY**

**APPROVED**  
INSURANCE COMMISSIONER  
AND TREASURER

**DEC 31 1998**

BY John J. Br...  
Legal Division

*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)

**ARTICLE 3 - CAPITAL STOCK**

This Corporation shall be a stock company and not a mutual company. The amount of the total authorized capital stock is Thirty Six Million Dollars (\$36,000,000), divided into Two Million (2,000,000) shares of common stock, Eighteen Dollar (\$18.00) per share par value. Each shareholder of common stock shall be entitled to cast one (1) vote for each share of stock standing in his name on the books of the Corporation and will be entitled to share in any dividend declared by the Corporation.

**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: N/A

**THIRD:** The date of each amendment's adoption: December 8, 1998

**FOURTH:** 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 \_\_\_\_\_ voting group"

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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 DEC 31 PM 3:46

**FILED**

Signed this 8<sup>th</sup> day of December, 1998.

Signature   
(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)

Joseph S. Labell  
Typed or printed name

Director  
Title