09700029967

ONE PENN PLAZA, SUITE 1926 NEW YORK, NEW YORK 10119

> (212) 947-4700 FACSIMILE: (212) 947-1202

> > June 19, 1997

CHICAGO OFFICE
115 SOUTH LA SALLE STREET
CHICAGO, ILLINGIS 60603
(312) 443-0700
TELEX: 28-3070
FACSIMILE: (312) 443-0338

LOS ANGELES OFFICE 300 SOUTH GRAND AVENUE, 5TH FLOOR LOS ANGELES, CALIFORNIA 90071-3200 (213) 485-1800 FACSIMILE: (213) 486-1200

ATLANTA OFFICE

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1201 W. PEACHTREE STREET, SUITE 3700

ATLANTA, GEORGIA 30309

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LONDON OFFICE LLOYD'S, SUITE 998 I LIME STREET LONDON ECOM 7DQ ENGLAND 0171-327-4534 FACSIMILE: 0171-929-2280

PATRICIA DOYLE

Via Federal Express

Sharon Tala Division of Corporation 409 East Gaines Street Tallahassee, FL 32399

Re: Universal Property & Casualty Insurance Company Amendment to Articles of Incorporation

Dear Ms. Tala:

As we discussed last week, enclosed is an amendment to the articles of incorporation for the captioned company. Also enclosed is a check in the amount of \$35.00, payable to the Secretary of State, which represents the filing fee. Because we are also requesting a stamped copy of the approved amendment, we have enclosed a duplicate copy of this filing and a return Federal Express envelope for your convenience.

If you have any further questions, do not hesitate to contact me at (212) 947-4700.

Thank you for your assistance with this matter.

Very truly yours,

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LORD, BISSELL & BROOK

By: Patricia Doyle

5/1/1

LORD, BISSELL & BROOK

ONE PENN PLAZA, SUITE 1926 NEW YORK, NEW YORK 10119

> (212) 947-4700 FACSIMILE: (212) 947-1202

> > June 30, 1997

CHICAGO OFFICE IIB SOUTH LA SALLE STREET CHICAGO, ILLINOIS 60603 (312) 443-0700 TELEX: 28-3070 FACSIMILE: (312) 443-0336

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IZOI W. PEACHTREE STREET, BUITE 3700
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(404) 870-4600
FACSIMILE: (404) 872-8547

London Office Lloyd's, suite 998 I Lime Street London Ecim 7dq England Offi-327-4534 Facsimile: 0171-929-8280

PATRICIA DOYLE

Via Federal Express

Sharon Tala Division of Corporation 409 East Gaines Street Tallahassee, FL 32399

Re: Universal Property & Casualty Insurance Company

Amendment to Articles of Incorporation

Dear Ms. Tala:

As we discussed last week, enclosed is a second amended version of the articles of incorporation for the captioned company. Enclosed is one original signed copy, plus a second copy. A check in the amount of \$35.00, payable to the Secretary of State, which represents the filing fee was forwarded to you with the initial filing.

Because we are also requesting a stamped copy of the approved amendment, we have enclosed the duplicate copy of this filing and a return Federal Express envelope for your convenience.

If you have any further questions, do not hesitate to contact me at (212) 947-4700.

Thank you for your assistance with this matter.

Very truly yours,

LORD, BISSELL & BROOK)

By: Patricia Doyle

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

DIVISION PH 2: 36

Universal Property and Casualty Insurance Company

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 II. Nature of Business is hereby amended to read:

The purpose of the corporation is to engage in every aspect of property and casualty insurance, as authorized by the Florida Department of Insurance.

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: 6/27/97.	
FOURTH:	Adoption of Amendment(s) (CHECK ONE)	
	The amendment(s) was/were approved by the shareholders. The number of vote cast for the amendment(s) was/were sufficient for approval.	s
٥	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	
O.	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 day <u>17</u> of <u>June</u> , 19 <u>97</u> .	
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)	HSTAID 33S
	OR I	### 15 -
	(By an incorporator if adopted by the incorporators)	SA OF SIMTE
	Bradley I. Meier	S
	Typed or printed name	
	Incorporator Title	