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**Please Reply to Main Office**

May 5, 1997

Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: GREAT SOUTHERN INSURANCE CO.

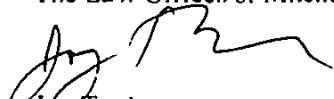
Dear Sir/Madam:

Please find an original and the copies needed for filing The Articles of Amendment with our check of \$35.00 on the above captioned corporation.

Thank you for your cooperation in this matter.

200002169432--6  
-05/07/97-01061--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Sincerely,  
The Law Offices of Mitchell A. Feldman, P.A.

  
Joy Taylor

enc.

SH 5/14  
Amend.  
FILED  
97 MAY -7 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
97 MAY - 7 PM 12: 39  
SECURITIES DIVISION  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
OF  
GREAT SOUTHERN INSURANCE COMPANY

This corporation after a vote by its shareholders in which the number of votes cast by the shareholders of authorized voting shares was sufficient for approval of the amendments, each of the following amendments were adopted on May 2, 1997:

Resolved that the Articles of Incorporation of the Corporation be, and hereby are, amended as follows:

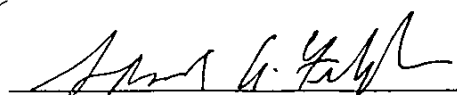
ARTICLE 4. CAPITAL STOCK is amended to read:

ARTICLE 4. CAPITAL STOCK

The corporation is authorized to issue Twenty Million (20,000,000) of \$.01 par value shares which shall be designated as common shares.

Dated: May 2, 1997

  
\_\_\_\_\_  
Anthony Caserta, Director/President

  
\_\_\_\_\_  
Samuel A. Feldman, Director/Secretary