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Jeffrey A. Rubinton

December 29, 1997

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

700002388597--6
-01/02/98--01080--013
*****87.50 *****87.50

Re: Property Risk Management, Inc.

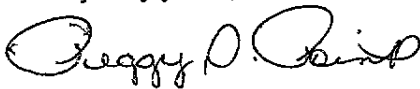
Dear Sir/Madam:

Kindly find enclosed herewith the original and one copy of the Articles of Amendment to the Articles of Incorporation and the Unanimous Joint Written Consent and Record of Action for the above referenced corporation. We have enclosed herewith our client's check in the sum of \$87.50 to cover the cost of filing same in the State's records.

After same has been filed, please forward a dated copy to our office in the enclosed self-addressed, stamped envelope.

Thank you for your prompt attention to this matter.

Very truly yours,



Peggy S. Point
Paralegal for the Firm

/psp
encls.

FILED
98 JAN -2 PM 6:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
NFS
1-12-98

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PROPERTY RISK MANAGEMENT, INC.

FILED
98 JAN -2 PM 6:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article III of the articles of incorporation of Property Risk Management, Inc. was amended by the corporation's board of directors on DECEMBER 19, 1997. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.0602.


1. Articles III of the articles of incorporation of Property Risk Management, Inc. was amended at follows:

The number of shares this Corporation is authorized to issue is: 100 shares of common stock each having a \$.10 par value. The shares are to be divided into:

<u>33.3</u>	<u>James A. Esse</u>
<u>33.3</u>	<u>William J. Kelly</u>
<u>33.3</u>	<u>Patrick D. Clawson</u>

2. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on DECEMBER 19, 1997.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on DECEMBER 19, 1997.


James A. Esse, Director & President

**UNANIMOUS JOINT WRITTEN CONSENT
AND RECORD OF ACTION
OF ALL SHAREHOLDERS AND DIRECTORS
OF
PROPERTY RISK MANAGEMENT, INC.**

The undersigned shareholders owning all of the issued and outstanding common stock of PROPERTY RISK MANAGEMENT, INC. (the "Corporation") and all of the directors of the Corporation hereby consent to the following:

RESOLVED: That Article III - CAPITAL STOCK of the Articles of Incorporation be amended to read as follows:

ARTICLE III

The number of shares this Corporation is authorized to issue is: 100 shares of common stock each having a \$.10 par value. The shares are to be divided into:

33.3
33.3
33.3

James A. Esse
William J. Kelly
Patrick D. Clawson

FURTHER RESOLVED: That the Articles of Incorporation may be amended only by unanimous vote of all shareholders.

Approved this 19th day of December, 1997.

James A. Esse

William J. Kelly

Patrick D. Clawson

