

6/17/97
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**Articles of Amendment to
Articles of Incorporation of
Capital Insurance Advisors, Inc.**

The undersigned, being the Incorporator of Capital Insurance Advisors, Inc., a Florida corporation, hereby certifies that the following amendment was adopted by the sole incorporator of the corporation on the 16th day of June, 1997.

ARTICLE VI is amended to read as follows:

The Board of Directors of the Company are as follows:

Terence R. McAuliffe
7527 Old Dominion Drive
McLean, VA

Charles H. Lydecker
18 Broad River Road
Ormond Beach, FL

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

No shareholder action was required for adoption of this amendment.

IN WITNESS WHEREOF, we hereby set our hands and seals this 16th day of June, 1997.



Incorporator

STATE OF FLORIDA
COUNTY OF Leone

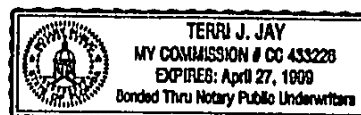
I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, TRAVIS L. MILLER, to me personally known as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 16th day of June, 1997.



Notary Public

My Commission Expires: _____



FILED
97 JUN 17 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA