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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. US INSURANCE MARKET CORP
(Corporation Name) (Document #)

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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G. COULLETTE FEB 18 2000

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

U S INSURANCE MARKET CORP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:


ARTICLE X: NAME AND ADDRESS OF SUBSCRIBERS AND NUMBER
OF SHARES

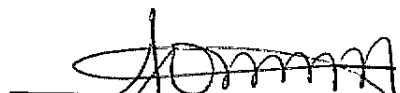
Shares of the capital stock of this corporation are distributed as follows:

MERIDA DAVILA PEAKE	211 WIMBLEDON LAKES DRIVE PLANTATION, FL 33324-2412	550 SHARES
JESSICA D MICHEL	6765 NW 186 TERR MIAMI LAKES FL 33015	450 SHARES

SECOND: This amendment is adopted on February 8, 2000.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.


MERIDA DAVILA PEAKE
President
Director


JESSICA D MICHEL
Vice President \ Secretary
Director