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October 22, 1998

Division of Corporations
P.O.Box 6327
Tallahassee, Fl. 32314

EFFECTIVE DATE
1-1-99

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-10/26/98 01105-012
*****87.50 *****43.75

Re: Name Change of Corporation
from Berg-Williams Marine Insurance Corporation
to D.H. Williams Insurance Associates, Inc.

Gentlemen:

Enclosed herein please find the following documents relative to the name change of the corporation Berg-Williams Marine Insurance Corporation to D.H. Williams Insurance Associates, Inc. with an effective date of January 1st, 1999 at 12:01 a.m.

1. Certificate of Amendment of Certificate of Incorporation.
2. Written Consent of Shareholders and Directors in Lieu of Special Meeting Pursuant to Sections 607.0704, 607.0821 and 607.1006 of the Florida General Corporation Act.
3. Certified Copy of Corporate Resolution.
4. Our firm check representing payment of your fees pursuant to your memo: filing fee of \$ 35.00 and certified copies of the amendment of \$ 52.50 for a total of \$ 87.50.

Kindly process these documents and forward the appropriate documents to the undersigned at your earliest convenience.

NC
TRC
10/28

FILED
98 OCT 26 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 22, 1998
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We thank you for your cooperation in this matter and, as always, should you have any questions, please do not hesitate to call. I remain,

Very Truly Yours,

~~MANELLA & KLAPHOLZ~~ , LLP.

JOSEPH P. KLAPHOLZ

JPK/dml
Enc.

cc: Berg-Williams Marine Insurance Corporation
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CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
of

BERG-WILLIAMS MARINE INSURANCE CORPORATION

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98 OCT 26 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is BERG-WILLIAMS MARINE INSURANCE CORPORATION.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article I the following new Article I:

ARTICLE I

NAME OF COMPANY

EFFECTIVE DATE
1-1-99

The name of this corporation shall be D.H. WILLIAMS INSURANCE ASSOCIATES, INC.

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Chapter 607.1006 of The Florida Business Corporation Act and Florida State Law by unanimous consent of all directors and shareholders.

Signed and effective on this 13 day of October, 1998.



DAVID H. WILLIAMS, President and
Secretary

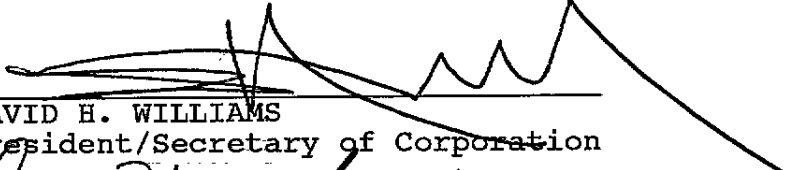
WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS
IN LIEU OF SPECIAL MEETING PURSUANT TO
SECTIONS 607.0704, 607.0821 AND 607.1006
OF THE FLORIDA GENERAL CORPORATION ACT.

The undersigned, being the Shareholders and Directors of BERG-WILLIAMS MARINE INSURANCE CORPORATION, a Florida Corporation (hereinafter referred to as "Corporation"), do hereby take and adopt action in writing without a meeting. The Chairman stated the purpose of the meeting was to discuss and approve the following items of business:

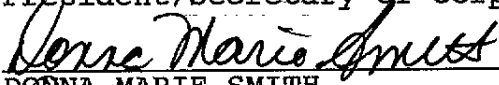
1. That the Articles of Incorporation of this Corporation be amended to change Article I changing the name of BERG-WILLIAMS MARINE INSURANCE, INC., to D.H. WILLIAMS INSURANCE ASSOCIATES, INC. with an effective date of January 1st, 1999 at 12:01 a.m.

2. That the President and Secretary, David H. Williams, be authorized to execute and file any and all necessary documentation as may be necessary or proper to carry the foregoing resolution into effect.

Dated this 13th day of October, 1998.



DAVID H. WILLIAMS
President/Secretary of Corporation



DONNA MARIE SMITH
Vice President



DIANE STOLL
Treasurer

CERTIFIED COPY OF CORPORATE RESOLUTION OF
BERG-WILLIAMS MARINE INSURANCE CORPORATION

I, David H. Williams, do hereby certify that I am the duly elected Secretary of Berg-Williams Marine Insurance Corporation, a Florida Corporation, and hereby certify unto whom it may concern and unto whom in particular, as follows:

1. That Berg-Williams Marine Insurance Corporation, a Florida Corporation, hereinafter referred to as "Corporation" is an active corporation and I am its Secretary.

2. That by Written Consent of Stockholders and Directors in Lieu of Special Meeting in accordance with the laws of the State of Florida, dated the 13 day of October, 1998, the following resolutions were unanimously adopted by the Board of Directors and Stockholders of the Corporation, to wit:

BE IT RESOLVED, by the Board of Directors and Stockholders of Berg-Williams Marine Insurance Corporation, a Florida Corporation, as follows:

RESOLVED, that the Articles of Incorporation of this Corporation be and they are hereby amended to change Article I to read as follows:

ARTICLE I

NAME OF COMPANY

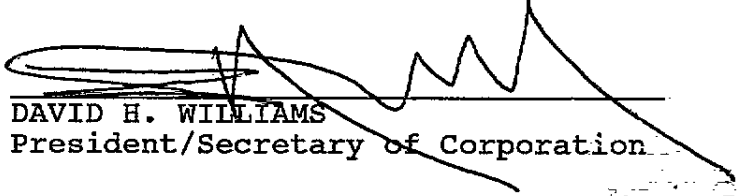
The name of this corporation shall be D.H. WILLIAMS INSURANCE ASSOCIATES, INC.

RESOLVED, that this Corporation hereby authorizes its President and Secretary, David H. Williams, to execute and file any and all necessary documentation as may be necessary or proper to carry the foregoing resolutions into effect.

3. That the resolutions above quoted were duly and regularly adopted by a Written Consent of Shareholders and Directors in Lieu of special Meeting, in accordance with the By-Laws of the Corporation, Florida State Law and The Florida Business Corporation Act, and the Directors and Stockholders of the Corporation have the full power and authority to bind the Corporation pursuant thereto.

4. That the said resolutions are outstanding and in full force and effect and have not been modified or amended in any particular.

I have hereunto set my hand and seal as Secretary of Berg-Williams Marine Insurance Corporation, a Florida Corporation, and affixed the corporate seal hereto, all of which has been duly done at Fort Lauderdale, Broward County, Florida, this 13 day of October, 1998.



DAVID H. WILLIAMS
President/Secretary of Corporation

[seal]

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