

State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

MAR 2 - 1984



March Fong Eu

Secretary of State

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A274263

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
MECHANICAL INSURANCE ASSOCIATES

FILED
in the office of the Secretary of State
of the State of California

DEC 1 1983

MARK FONG EU, Secretary of State

Deputy

John David Walker and David L. Burkhardt certify that:


1. They are the president and secretary, respectively of Mechanical Insurance Associates, a California corporation.

2. The following amendment to the Articles of Incorporation of the corporation has been approved by the Board of Directors of the corporation.

The provision of Article SECOND of the Articles of Incorporation that now reads "that the specific business in which the corporation is primarily to engage in: primarily to engage in the business of selling various forms of property and general liability insurance." is amended to read as follows: "that the specific business in which the Corporation is primarily to engage is: primarily to engage in the business of selling various forms of property, casualty general liability, life, disability, and workers' compensation insurance.

3. The amendment was approved by the required vote of the shareholders in accordance with section 902 of the California Corporations Code. The total number of outstanding shares entitled to vote with respect to the amendment was 100, the favorable vote of a majority of such shares is required to approve the amendment, the number of such shares voting in favor of the amendment exceeded the required vote.


John David Walker, President


David L. Burkhardt, Secretary

GAW, VAN NALE, SMITH
& DRAGO
A PROFESSIONAL CORPORATION
1700 L STREET, SUITE 300
OAKLAND, CALIFORNIA 94612
(415) 252-9000

Each of the undersigned declares under penalty of perjury that the statements
made in the foregoing certificate are true and correct of his own knowledge, and
that this declaration was executed on NOV 9, 1983, at Encino, California.


John David Walker


David L. Burkhart

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