

State Of California OFFICE OF THE SECRETARY

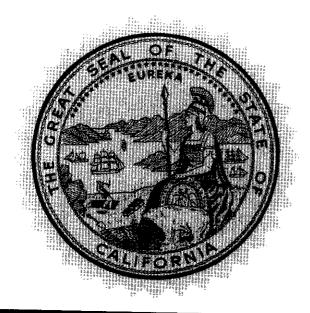


I, MARCH FONG EU, Secretary of State of the State of California, hereby certify:

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 Foreg Eu

Secretary of State

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CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF MECHANICAL INSURANCE ASSOCIATES FILED

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DEC 1 1983

WARCH FORG EU, Secretary of State

John David Walker and David L. Burklert 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. Burkhart, Secretary

GAW, VAN MARE, SMITTE A DRAGO A PROPAGATION 1700 LTC NO STREET, SUITE SEG HAVA, CHIPDONE, 94976 (707) 233-9063

John David Walker

David L. Burkhart

CIAW, VAH MALE, SMITH

B DEAGC
A PROCESSIONAL CORPORATION
1700 SECOND STREET, 25/172-540

NAPA, CALAPONINA 94559