

FILED

Articles of Amendment to the
Articles of Restatement of the Articles of Incorporation
of
GENERAL FIRE & CASUALTY COMPANY

FEB 13 82 A 1999

Pursuant to the provisions of Section 30-1-1006 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to the Articles of Restatement of its Articles of Incorporation.

First: The name of the Corporation is General Fire & Casualty Company.

Second: The following amendment to the Articles of Restatement of the Articles of Incorporation was adopted by the Corporation's Board of Directors and by the shareholders of the Corporation as of February 11, 1999, in the manner prescribed by the Idaho Business Corporation Act:

A. Article FIFTH is hereby amended to read in its entirety as follows:

"**FIFTH:** The aggregate number of shares of stock which the Corporation is authorized to issue is Two Million (2,000,000) each of One Dollar (\$1.00) par value, which such shares shall be of one class of common stock with uniform rights."

Third: Subject to the filing of these Articles of Amendment to the Corporation's Articles of Restatement, the Corporation's Board of Directors has declared a reverse stock split of the Corporation's common stock, on a five-for-two basis, effective at the close of business on the date that the Idaho Secretary of State accepts these Articles of Amendment to the Articles of Restatement for filing, to the holders of shares of the Corporation's common stock at the close of business on February 11, 1999, pursuant to which each such holder shall receive, upon surrender of such holder's certificate or certificates representing such holder's shares of the Corporation's common stock, a new stock certificate representing the number of fully-paid and nonassessable shares of the Corporation's common stock then held of record by such holder.

Fourth: The number of shares outstanding, the designation and number of outstanding shares of each class entitled to vote on the amendment, and the number of shares indisputably represented for such vote are as follows:

Number of <u>Shares Outstanding</u>	Number of Shares Represented <u>at Meeting</u>	Designation of Class	Number of Shares in Class Entitled to Vote
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ARTICLES OF AMENDMENT TO THE ARTICLES OF
RESTATEMENT OF THE ARTICLES OF INCORPORATION - 1

IDaho SECRETARY OF STATE

02/18/1999 09:00
CK: 5014 CT: 107110 DH: 188979

1 0 30.00 = 30.00 AMEND PROF # 2

C124572

2,600,000

2,600,000

Common

2,600,000

Fifth: The total number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendment are as follows:

		<u>Entitled to Vote as a Class</u>		
<u>Voted in Favor</u>	<u>Voted Against</u>	<u>Class</u>	<u>Voted in Favor</u>	<u>Voted Against</u>
2,600,000	- 0 -	Common	2,600,000	- 0 -

Dated: this ____ day of February, 1999.

GENERAL FIRE & CASUALTY COMPANY

By:


Daniel W. Crandall, President

DIRK KEMPTHORNE
Governor

State of Idaho
DEPARTMENT OF INSURANCE

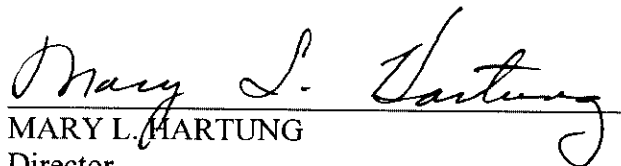
700 West State Street, 3rd Floor
P.O. Box 83720
Boise, Idaho 83720-0043
Phone (208) 334-4250
Fax (208) 334-4298

MARY L. HARTUNG
Director

APPROVAL

The within and foregoing AMENDED ARTICLES OF INCORPORATION of
GENERAL FIRE & CASUALTY COMPANY, having been submitted to the
undersigned pursuant to Idaho Code § 41-2826, and the form and the content of the
AMENDED ARTICLES OF INCORPORATION having been approved as conforming
to law, the undersigned does hereby execute the approval of the office of the Director of
the Department of Insurance the 16th day of February, 1999.

IN WITNESS WHEREOF, I have hereto affixed the seal
of the Director of the Department of Insurance a Boise,
Idaho, this 16th day of February 1999.


MARY L. HARTUNG
Director
Idaho Department of Insurance

(Approval per § 41-2826-Gnl Fire & Cas)