

This instrument was prepared by:
G. Burns Proctor, Jr., Esq.
JOHNSTON, BARTON, PROCTOR & POWELL
2900 AmSouth/Harbert Plaza
1901 6th Avenue North
Birmingham, Alabama 35203-2618

**ALABAMA INSURANCE EXCHANGE, INC.
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION**

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

ALABAMA INSURANCE EXCHANGE, INC., an Alabama corporation (the "Corporation"), submits the following information required by Ala. Code § 10-2B-10.06:

1. The name of the Corporation is ALABAMA INSURANCE EXCHANGE, INC.

2. The Articles of Incorporation of the Corporation are hereby amended by adding thereto ARTICLE XIV in the form set forth in Exhibit A attached hereto.

3. Said amendment was duly approved by the Board of Directors and shareholders of the Corporation as of January 2, 1997, as required by Ala. Code § 10-2B-10.03

4. (a) The Corporation had issued and outstanding 720 shares of common stock entitled to be voted on said amendment.

(b) 720 shares were voted in favor of said amendment and zero (0) shares were voted against said amendment.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed in its name and on its behalf by its duly authorized officer, on this 1st day of Jan, 1997.

ALABAMA INSURANCE EXCHANGE, INC.

By: Robert K. Williams
Robert K. Williams, President

01/27/1997-02641
10:26 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 HEL 15.00

Inst # 1997-02641

EXHIBIT A

ARTICLE XIV

The Articles of Incorporation of the Corporation may not be amended to limit, restrict, eliminate or alter the shareholders' preemptive rights granted pursuant to Ala. Code § 10-2B-6.30, or any successor statute, or pursuant to any other law of the State of Alabama, without the affirmative vote of ninety percent (90%) of the issued and outstanding shares of the Corporation entitled to vote thereon.

Inst # 1997-02641

01/27/1997-02641
10:26 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MEL 15.00