

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
CASUALTY & SURETY, INC.**

The undersigned Corporation adopts the following Articles of Amendment to its Certificate of Incorporation in order to amend such certificate consistent with the Plan of Merger:

First: The name of the Corporation is Casualty & Surety, Inc.

Second: The following amendment to the Certificate of Incorporation was adopted by the Directors and Stockholders of the Corporation on December 30, 2003, in the manner prescribed by the General Law of the State of Alabama:

The Articles of Incorporation of Casualty & Surety, Inc. are hereby amended by deleting Article IV stock in its entirety and substituting in lieu thereof the following new Article IV:

ARTICLE IV

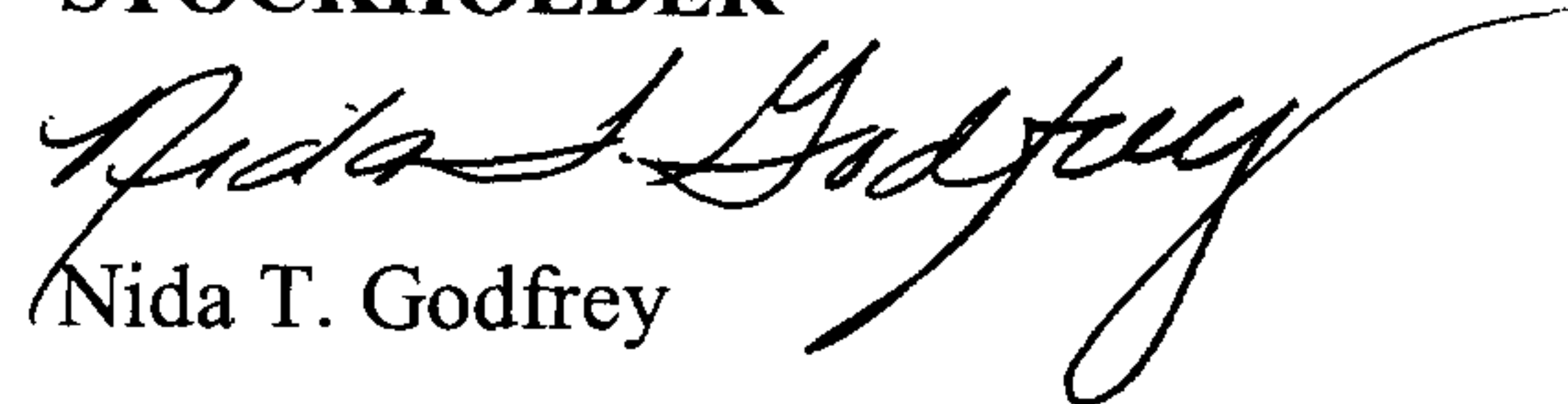
The total number of shares of stock which the corporation shall have the authority to issue is two hundred (200) shares of the par value of One Cent (\$.01) per share, all of which shall be common stock having non-cumulative voting rights, amounting in the aggregate to Two Dollars (\$2.00).

Third: The foregoing amendment was unanimously approved by the Directors and Stockholders of the Corporation.

Dated this 30th day of December, 2003.

DIRECTORS

STOCKHOLDER


Nida T. Godfrey
