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01/03/2001	200100305037	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	85.50	10.00	.00	.00	.00

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STATE OF OHIO**Ohio Secretary of State, J. Kenneth Blackwell****595816**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

ASSOCIATED PREMIUM CORPORATION

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):

200100305037

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 22nd day of December,
A.D. 2000.

J. Kenneth Blackwell
Ohio Secretary of State

CERTIFICATE OF AMENDMENT
BY SHAREHOLDERS TO ARTICLES OF INCORPORATION
OF
ASSOCIATED PREMIUM CORPORATION
(Charter No. 595816)

Randy J. Ficke, President, and Calvin Ingram, Secretary, of **ASSOCIATED PREMIUM CORPORATION** (the "*Corporation*"), an Ohio corporation, do hereby certify that in a writing signed by all of the Shareholders of the Corporation who would be entitled to notice of a meeting held for that purpose, the following resolutions to amend the Articles of Incorporation were duly adopted:

BE IT RESOLVED, that the Articles of Incorporation of Associated Premium Corporation be amended to read as follows:

1. Paragraph Fourth shall be restated in full to read as follows:

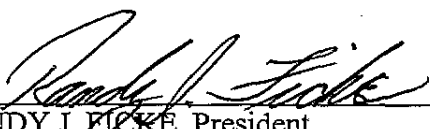
"FOURTH: The authorized number of all of the shares of common stock of the Corporation shall be One Thousand and Ten (1,010) having no par value. The Corporation shall have two (2) classes of common stock, Voting and Nonvoting, more fully designated as "Class A - Voting" and "Class B - Non-Voting." The number of Class A - Voting shares shall be Ten (10); and the number of Class B - Non-Voting shares shall be One Thousand (1,000). Each Class A - Voting share shall be entitled to vote on all matters coming before the shareholders. Each Class B - Nonvoting share shall not be entitled to vote on matters coming before the shareholders. The Class A - Voting and Class B - Non-Voting shares shall have identical rights, privileges, and preferences in all other respects.

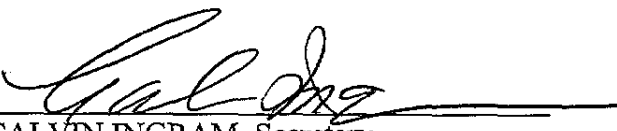
2. A new Paragraph Eighth is hereby added to read as follows:

"EIGHTH: Every holder of shares of the Corporation of any class shall be entitled as a matter of right to subscribe for or purchase shares of stock of any class, now or hereafter authorized, and to purchase or subscribe for, securities, convertible into or exchangeable for shares of the Corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to subscribe for or purchase shares, including such rights of subscription or purchase, if any, at such price or prices and upon such terms and conditions as the Board of Directors in its discretion from time to time may determine."

RESOLVED, FURTHER, that in all other respects, the Articles of Incorporation of the Corporation as originally drawn or as previously amended shall remain in full force and effect.

IN WITNESS WHEREOF, Randy J. Ficke, President, and Calvin Ingram, Secretary, of Associated Premium Corporation, acting for and on behalf of said Corporation, have hereunto subscribed their names this 15th day of DECEMBER, 2000.


RANDY J. FICKE, President


CALVIN INGRAM, Secretary