



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF

Ted Barton Agency, Inc.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Ted Barton Agency, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on January 2, 19 98, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

The name of the corporation shall be changed to: Barton Insurance Group, Inc.

3. The number of shares of the corporation outstanding at the time of such adoption was 1; and the number of shares entitled to vote thereon was 1.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:
(If inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
common no par value	1

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By [Signature]

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5. The number of shares voted for such amendment was 1; and the number of shares voted against such amendment was 0.

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

Class	Number of Shares Voted	
	For	Against
common no par value	1	0

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No change

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

No change

9. Date when amendment is to become effective: Upon filing of these Articles of Amendment.
(not more than 30 days after the filing of these Articles of Amendment)

Dated January 8, 1998

Ted Barton Agency, Inc.

By

Scott W. Cooke

Its

President or Vice President

and

Nancy C. Cooke

Its

Secretary or Assistant Secretary

STATE OF RHODE ISLAND
COUNTY OF

In Cranston, RI, on this 8th day of January, 1998, personally appeared before me Scott W. Cooke, who being by me first duly sworn, declared that he/~~she~~ is the President of Ted Barton Agency, Inc. and that he/~~she~~ signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Emmanuel Megawell
Notary Public

My Commission Expires: 10-15-1998