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**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**

Ocean Marine Insurance 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 Ocean Marine Insurance Agency, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on January 11, 1998, 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)

*See attached*

3. The number of shares of the corporation outstanding at the time of such adoption was 6,000; and the number of shares entitled to vote thereon was 6,000.
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>
None	

**FILED**  
JAN 14 1998  
BY *[Signature]*  
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5. The number of shares voted for such amendment was 6,000; 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
None		

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)

To increase the number of authorized shares of common stock having a par value of \$1.00 from 8,000 to 15,000.

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

Dated Jan 14, 1998

By Frank W. Ostrow  
Frank W. Ostrow  
Its duly elected President or Vice President

and Frank W. Ostrow  
Its duly elected Secretary or Assistant Secretary

STATE OF Rhode Island  
COUNTY OF Providence

In Providence, on this 14 day of January, 1998, personally appeared before me Frank W. Ostrow, who being by me first duly sworn, declared that he/~~she~~ is the President of Ocean Marine Insurance Agency, Inc. and that he/~~she~~ signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

Ann DiSanto  
Notary Public  
My Commission Expires: Sept. 25, 2001

OCEAN MARINE INSURANCE AGENCY, INC.

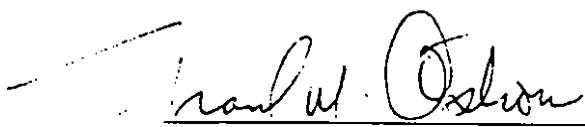
JOINT ACTION OF BOARD OF DIRECTORS  
AND THE STOCKHOLDERS  
TAKEN BY CONSENT WITHOUT A MEETING

Pursuant to the provisions of Section 7-1.1-96 of the General Laws of the State of Rhode Island, as amended, the undersigned, being all of the stockholders and directors of OCEAN MARINE INSURANCE AGENCY, INC. (the "Corporation"), do hereby take the following action in lieu of a special joint meeting of the stockholders and directors of the Corporation:

VOTED: That the Corporation increase the number of authorized shares of common stock of the Corporation, having \$1.00 par value, from 8,000 to 15,000.

FURTHER VOTED: That the president and secretary of the Corporation shall be, and they hereby are, authorized, empowered, and directed to execute and file Articles of Amendment to the Articles of Incorporation of the Corporation to effect such increase in the number of authorized shares of the Corporation with the office of the Secretary of the State of Rhode Island and to undertake such other actions in the name and on behalf of the Corporation as shall be deemed necessary to accomplish the same.

IN WITNESS WHEREOF, the undersigned have signed this record of action as they are all of the stockholders and directors of OCEAN MARINE INSURANCE AGENCY, INC., effective as of the 14 day of JAN, 1998.

  
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Frank W. Ostrow

  
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William J. Scola