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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

FILED

MAY 9 1997

By 91059183961

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF**

RECEIVED
MAY 9 1997
CORPORATIONS DIVISION
STATE OF RHODE ISLAND

Automobile Club Insurance Agency of Cranston, 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 Automobile Club Insurance Agency of Cranston, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on April 24, 1997, 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 Exhibit A attached hereto.

3. The number of shares of the corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100.

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")

Class

Number of Shares

None

5. The number of shares voted for such amendment was 100; and the number of shares voted against such amendment was None.

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)

No change

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

Dated May 7, 1997

Automobile Club Insurance Agency of Cranston, Inc.

By H. Thomas Rowles

Its President ~~XXXXXX~~

and Michael G. Cousens

Its Secretary ~~XXXXXX~~

STATE OF RHODE ISLAND
COUNTY OF KENT

In Warwick, on this 7th day of May, 1997, personally appeared before me H. Thomas Rowles, who being by me first duly sworn, declared that he ~~was~~ is the President of Automobile Club Insurance Agency of Cranston, Inc. and that he ~~was~~ signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Carol S. White
Notary Public
My Commission Expires: June 26, 1997

EXHIBIT A

I. Article Fifth

Article Fifth of the Articles of Incorporation is hereby amended in its entirety to read as follows:

Fifth. Provisions (if any) dealing with the preemptive rights of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

Shareholders shall have no preemptive rights.

II. Article Sixth

Article Sixth of the Articles of Incorporation is hereby amended in its entirety to read as follows:

Sixth. Provisions (if any) for the regulation of the internal affairs of the corporation:

1. The corporation may, from time to time, and in conformity with the provisions of the Rhode Island Business Corporation Act, distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property, out of the unreserved and unrestricted capital surplus of the corporation.

2. Except for those actions excluded by Section 7-1.1-30.3(b) of the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon if the shareholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all shareholders entitled to vote thereon were present. In the event of such written action, prompt notice of such action shall be given to all shareholders who would have been entitled to vote upon the action if such meeting were held.

3. No director shall have personal liability to the corporation or to its shareholders for monetary damages for breach of such director's duty as a director provided that this provision shall not eliminate or limit the liability of such director: (i) for any breach of the director's duty of loyalty to the corporation or to its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 7-1.1-43 of the Rhode Island Business Corporation Act; or (iv) for any transaction from which the director derived an improper personal benefit (unless such transaction is permitted by Section 7-1.1-37.1 of the Rhode Island Business Corporation Act).

4. The corporation may provide, either in the corporation's bylaws or by contract, for the indemnification of directors, officers, employees and agents, by whomever elected or appointed, to the full extent presently permitted by law; provided, however, that if the applicable law is hereafter modified to permit indemnification in situations where it was not theretofor permitted, then such indemnifications may be permitted to the full extent permitted by such law as amended.

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