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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

BUSINESS CORPORATION

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
MAR 20 9 59 AM '03

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1(1)

- 1. The name of the corporation is BROWN & BROWN OF MISSOURI, INC.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: 10 Weybosset Street, Providence, RI 02903
3. The address of the NEW registered office is: Suite 900, 170 Westminster Street, Providence, RI 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: CI Corporation System
5. The name of the NEW registered agent is: Corporation Service Company
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on (a date not prior to, nor more than 30 days after, filing this statement)
7. The change was authorized by resolution duly adopted by its board of directors. [Strike if inapplicable pursuant to Section 7-1.1-51(1).]

Date: 3/12/03

BROWN & BROWN OF MISSOURI, INC.

Print Corporate Name

By Laura R. Dunlap

Its President or Its Vice President

Laura R. Dunlap, Attorney in Fact

STATE OF Florida
COUNTY OF Leon

In Florida on this 12th day of March, 03, personally appeared before me Laura R. Dunlap who, being by me first duly sworn, declared that he/she is the Attorney in Fact of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

FILED

MAR 20 2003

By GWA 315141

Notary Public
My Commission Expires



Cynthia L. Harris
MY COMMISSION # CC821970 EXPIRES
May 16, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Laurel L. Grammig, the Vice President of Brown & Brown, Inc. ("the Company"), a corporation established under the laws of Florida, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Laura R. Dunlap and Patricia Pizzuto attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

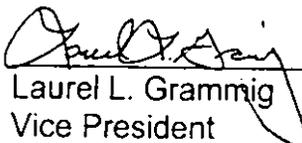
In the execution of any documents necessary for the purposes set forth herein, Laura R. Dunlap shall exercise the power of Vice President and Patricia Pizzuto shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Laurel L. Grammig, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 4th day of March, 2003.

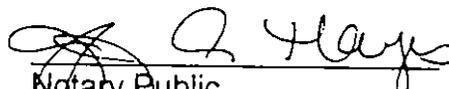
BROWN & BROWN, INC.

BY:



Laurel L. Grammig
Vice President

Subscribed and sworn to before me this 4th day of March, 2003.



Notary Public



Jennifer A. Hayes
NOTARY COMMISSION # 00053391 EXPIRES
December 3, 2005
BONDED THRU TROY FAY INSURANCE, INC

BROWN & BROWN
SUBSIDIARY ENTITY LIST

AFC INSURANCE AGENCY, INC.
AFC INSURANCE SERVICES, INC.
AFC INSURANCE, INC.
AG GENERAL AGENCY, INC.
AMERICAN & BRITISH EXCESS, INC.
AUTOMOBILE INSURANCE AGENCY OF VIRGINIA, INC.
AZURE ACQUISITION CORPORATION
AZURE TV ACQUISITION CORPORATION
AZURE VI MERGER CO.
B & B INSURANCE SERVICES, INC.
BASS ADMINISTRATORS, INC.
BENESYS, INC.
BROWN & BROWN AGENCY OF INSURANCE PROFESSIONALS,
INC.
BROWN & BROWN AIRCRAFT ACQUISITION CO.
BROWN & BROWN INSURANCE AGENCY OF VIRGINIA INC.
BROWN & BROWN INSURANCE BENEFITS, INC.
BROWN & BROWN INSURANCE INC.
BROWN & BROWN INSURANCE OF ARIZONA, INC.
BROWN & BROWN INSURANCE OF FLORIDA INC.
BROWN & BROWN INSURANCE OF GEORGIA, INC.
BROWN & BROWN INSURANCE OF NEVADA, INC.
BROWN & BROWN INSURANCE SERVICES OF EL PASO, INC.
BROWN & BROWN INSURANCE SERVICES OF SAN ANTONIO,
INC.
BROWN & BROWN INSURANCE SERVICES OF TEXAS, INC.
BROWN & BROWN INSURANCE, INC. A/K/A BROWN & BROWN,
INC.
BROWN & BROWN METRO, INC.
BROWN & BROWN OF ARKANSAS, INC.
BROWN & BROWN OF CALIFORNIA, INC.
BROWN & BROWN OF CENTRAL OKLAHOMA, INC.
BROWN & BROWN OF COLORADO, INC.
BROWN & BROWN OF CONNECTICUT, INC.
BROWN & BROWN OF FLORIDA, INC.
BROWN & BROWN OF GF/EGF, INC.
BROWN & BROWN OF ILLINOIS, INC.
BROWN & BROWN OF INDIANA, INC.
BROWN & BROWN OF IOWA, INC.
BROWN & BROWN OF LEHIGH VALLEY, INC.
BROWN & BROWN OF MICHIGAN, INC.
BROWN & BROWN OF MINNESOTA, INC.
BROWN & BROWN OF MISSISSIPPI, INC.
BROWN & BROWN OF MISSOURI, INC.
BROWN & BROWN OF NEW JERSEY, INC.
BROWN & BROWN OF NEW MEXICO, INC.
BROWN & BROWN OF NEW YORK, INC.
BROWN & BROWN OF NORTH DAKOTA, INC.
BROWN & BROWN OF NORTHERN CALIFORNIA, INC.
BROWN & BROWN OF OHIO, INC.
BROWN & BROWN OF SOUTH CAROLINA, INC.
BROWN & BROWN OF TENNESSEE, INC.
BROWN & BROWN OF WASHINGTON, INC.
BROWN & BROWN OF WEST VIRGINIA, INC.
BROWN & BROWN OF WISCONSIN, INC.
BROWN & BROWN OF WYOMING, INC.
BROWN & BROWN RE, INC.
BROWN & BROWN REALTY CO.
BROWN & BROWN, INC.
BROWN & BROWN, INC. (FLORIDA)
CHAMPION UNDERWRITERS, INC.
ERNEST SMITH INSURANCE AGENCY, INC.
FINWALL & ASSOCIATES INSURANCE, INC.
FLAGSHIP GROUP INSURANCE AGENCY, LTD.
FLAGSHIP MANAGEMENT CO.
FLAGSHIP MARITIME ADJUSTERS, INC.
FLORIDA INTRACOASTAL UNDERWRITERS, LIMITED COMPANY
FROELICH-PAULSON-MOORE INC.
GRAHAM-ROGERS, INC.
HALCYON BROKERS, INC.
HALCYON UNDERWRITERS, INC.
HOTEL-MOTEL INSURANCE GROUP, INC.
HUFFMAN & ASSOCIATES, INC.
HUVAL INSURANCE AGENCY, INC.
JOHN MANNER INSURANCE AGENCY, INC.
LAGERE & WALKINGSTICK INSURANCE AGENCY, INC.
LOGAN INSURANCE AGENCY, INC.
M & J BUILDINGS, L.L.C.
MACDUFF AMERICA, INC.
MACDUFF PINELLAS UNDERWRITERS, INC.
MACDUFF UNDERWRITERS, INC.
MADOLINE CORPORATION
MANGUS INSURANCE & BONDING, INC.
MCKINNON & MOONEY, INC.
PEACHTREE SPECIAL RISK BROKERS OF NEW YORK, LLC
PEACHTREE SPECIAL RISK BROKERS, LLC
POE & BROWN INS. BENEFITS, INC.
POE & BROWN OF NORTH CAROLINA, INC.
POE & BROWN, INC.
RAI OF MISSISSIPPI, INC.
RAI OF OKLAHOMA, INC.
RAI, INC.
RANKIN & RANKIN, INC.
RICHARD-FLAGSHIP SERVICES, INC.
ROSS INSURANCE OF FLORIDA, INC.
ROSWELL INSURANCE & SURETY AGENCY
SIGNATURE INSURANCE GROUP, INC.
SPENCER & ASSOCIATES, INC.
TECHNICAL RISKS, INC.
THE BENEFIT GROUP, INC.
THE CONNELLY INSURANCE GROUP, INC.
THE YOUNG AGENCY INC.
UNDERWRITERS SERVICES, INC.
UNIFIED SENIORS ASSOCIATION, INC.
UNITED BENEFITS OF FLORIDA, INC.
UNITED BENEFITS OF FLORIDA, INC. A/K/A UNITED BENEFITS, INC.
UNITED BENEFITS, INC.
UNITED BENEFITS, INC.
UNITED BENEFITS, INC.
WMH, INC.