

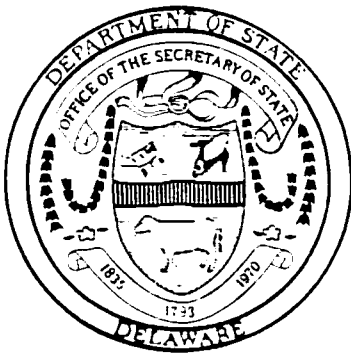
## State of Delaware

5600

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF AMERICAN ASSOCIATION OF INSURANCE SERVICES FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 1987, AT 9 O'CLOCK A.M.

I I I I I I I I I I



873340237

A handwritten signature of Michael Harkins in cursive script.  
\_\_\_\_\_  
Michael Harkins, Secretary of State

AUTHENTICATION: 11541043

DATE: 01/12/1988

FILED

NOV 30 1987

Certificate of Amendment  
to  
Certificate of Incorporation  
of

American Association of Insurance Services

The Certificate of Incorporation of the American Association of Insurance Services was filed with the Secretary of State of Delaware on August 24, 1984, at 10 O'clock a.m.

On October 28, 1987, pursuant to the provisions of Sections 102 (b)(7) and 242 (b)(3) of the Delaware Act, the Board of Directors of the American Association of Insurance Services adopted an amendment which adds a new Article EIGHTH to the original Certificate of Incorporation as follows:

"EIGHTH: To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may be hereafter amended, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

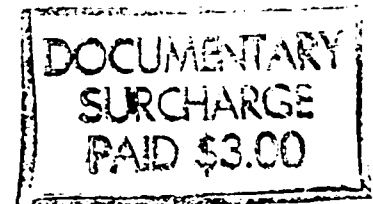
No amendment to or repeal of this Article EIGHTH shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal."

Certified by:

Paul A. Baiocchi  
P.A. Baiocchi, President

Attest:

T.T. Singer  
T.T. Singer, Secretary



RECEIVED FOR RECORD

FEB 23 1988

William M. Honey, Recorder



Office of Secretary of State

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I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF  
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF INCORPORATION OF AMERICAN ASSOCIATION  
OF INSURANCE SERVICES FILED IN THIS OFFICE ON THE TWENTY-FOURTH  
DAY OF AUGUST, A.D. 1984, AT 10 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1 1

  
Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10313673

DATE: 08/24/1984

842370122

Hogehino & Sullivan  
3 Front Nat'l Bldg.  
Chicago, Ill.  
11602

INDEXED

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WILLIAM M. HONEY  
RECORDER

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FILED

AUG 24 1984

*William C. Keston*  
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION  
OF

AMERICAN ASSOCIATION OF INSURANCE SERVICES

FIRST: The name of the corporation is: AMERICAN  
ASSOCIATION OF INSURANCE SERVICES.

SECOND: The address of the corporation's registered  
office in the State of Delaware is: Corporation Trust Center,  
1209 Orange Street in the City of Wilmington, County of New  
Castle. The name of the corporation's registered agent at such  
address is: The Corporation Trust Company.

THIRD: The corporation shall be a corporation not for  
profit. The purpose of the corporation is to promote the  
common business interests of insurance companies and organized  
groups of insurance companies. No part of the net earnings of  
the corporation shall inure to the benefit of any private  
individual, except that the corporation may make payments and  
distributions in furtherance of the purposes set forth in this  
article.

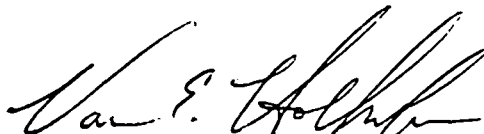
FOURTH: The corporation shall not have authority to  
issue capital stock. The conditions of membership shall be  
stated in the by-laws.

FIFTH: The name and mailing address of the  
incorporator is:

Van E. Holkeboer  
Suite 4200  
Three First National Plaza  
Chicago, Illinois 60602

SIXTH: In furtherance and not in limitation of the  
powers conferred by statute, two-thirds of the members of the  
Board of Directors are hereby expressly authorized to adopt,  
amend, or repeal the by-laws of the corporation.

SEVENTH: The corporation reserves the right to amend,  
alter, change, or repeal any provision contained in this  
certificate of incorporation, in the manner now or hereafter  
prescribed by statute, and all rights conferred upon members  
herein are granted subject to this reservation.

  
\_\_\_\_\_  
Van E. Holkeboer