

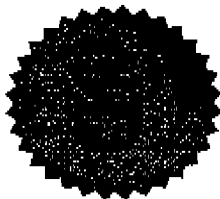
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 "INSURANCE HOLDINGS, INC.", CHANGING ITS NAME FROM "INSURANCE HOLDINGS, INC." TO "SEABRIGHT INSURANCE HOLDINGS, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF SEPTEMBER, A.D. 2003, AT 11:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3672154 8100

030585942

AUTHENTICATION: 2628946

DATE: 09-11-03

TRADEMARK
REEL: 002787 FRAME: 0637

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:24 AM 09/11/2003
FILED 11:30 AM 09/11/2003
SRV 030585942 - 3672154 FILE

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
INSURANCE HOLDINGS, INC.**

Adopted in accordance with the provisions
of §241 of the General Corporation Law
of the State of Delaware

John G. Pasqualetto, being the President and Chief Executive Officer of Insurance Holdings, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: That the Certificate of Incorporation of the Corporation be, and hereby is, amended by deleting Article One in its entirety and substituting in lieu thereof a new Article One to read as follows:

ARTICLE ONE

"The name of the Corporation is SeaBright Insurance Holdings, Inc."

SECOND: That the Corporation has not received payment for any of its stock.

THIRD: The foregoing Amendment has been duly adopted pursuant to the provisions of Section 141(f) and 241 of the General Corporation Law of the State of Delaware, by the board of directors of the Corporation.


IN WITNESS WHEREOF, the undersigned, being the President and Chief Executive Officer hereinabove named, for the purpose of amending the Certificate of Incorporation of the Corporation pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true, and accordingly has hereunto signed this Certificate of Amendment to the Certificate of Incorporation this 10th day of September, 2003.

Insurance Holdings, Inc., a Delaware corporation

/s/ John G. Pasqualetto
 By: John G. Pasqualetto
 Its: President and Chief Executive Officer

IN WITNESS WHEREOF, the undersigned, being the Vice President and Secretary hereinabove named, for the purpose of amending the Certificate of Incorporation of the Corporation pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true, and accordingly has hereunto signed this Certificate of Amendment to the Certificate of Incorporation this 10th day of September, 2003.

Insurance Holdings, Inc., a Delaware corporation


By: John G. Pasqualetto
Its: President