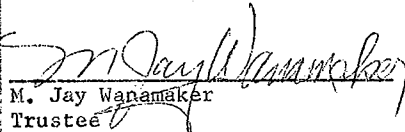
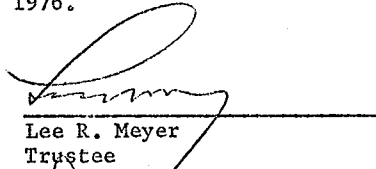


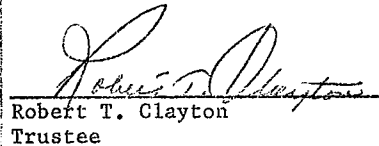
AMENDMENT TO DECLARATION OF TRUST  
OF THE  
NAIA EDUCATIONAL FOUNDATION

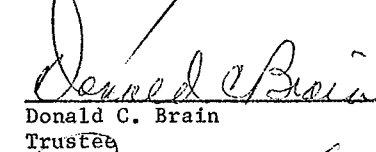
KNOW ALL MEN BY THESE PRESENTS, that at a meeting held in Dallas,  
Texas on the 29th day of January, 1976, the trustees of the  
NAIA Educational Foundation, pursuant to the procedure set out in "ARTICLE  
NINTH" of the Declaration of Trust, AMENDED "ARTICLE FIRST" of the Declaration  
of Trust changing the Foundation's name to the "Independent Insurance Agents  
of America ('IIAA') Educational Foundation".

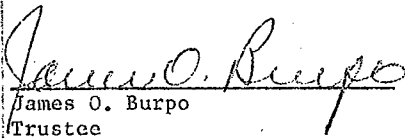
IN WITNESS WHEREOF, this Amendment of Trust is signed, executed  
and sealed this 29th day of January, 1976.

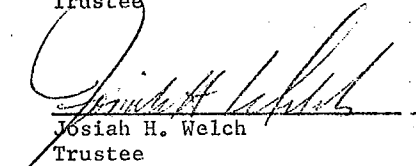
  
M. Jay Waramaker  
Trustee

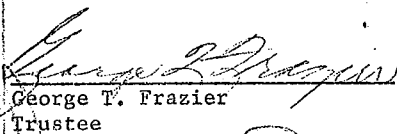
  
Lee R. Meyer  
Trustee

  
Robert T. Clayton  
Trustee

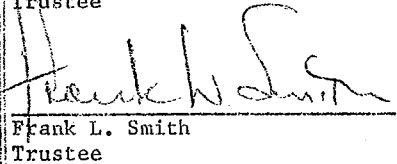
  
Donald C. Brain  
Trustee

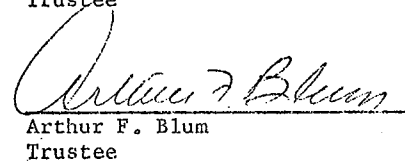
  
James O. Burpo  
Trustee

  
Josiah H. Welch  
Trustee

  
George T. Frazier  
Trustee

  
Gerard R. TeBockhorst  
Trustee

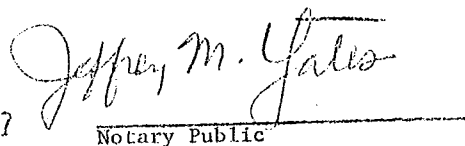
  
Frank L. Smith  
Trustee

  
Arthur F. Blum  
Trustee

State of NY )  
County of NY ) : Acknowledgement

On this 2nd day of February, 1976, before  
me personally appeared in the State and County above, Arthur F. Blum, to  
me personally known, who by me duly sworn did say that he is a Trustee of  
the NAIA Educational Foundation and that a majority of the Trustees of said  
Foundation approved the above Amendment to the Declaration of Trust by setting  
their names to this document.

JEFFREY M. YATES  
Notary Public, State of New York  
No. 51-4016125  
Qualified in New York County  
Commission Expires March 30, 1977

  
Notary Public