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CORPORATION(S) NAME

Progressive American Insurance Company

( ) Profit ( ) NonProfit ( ) Limited Liability Company	(X) Amendment	( ) Merger
( ) Foreign	( ) Dissolution/Withdrawal	( ) Mark
( ) Limited Partnership ( ) Reinstatement ( ) Limited Liability Partnership	( ) Annual Report ( ) Reservation	( ) Other ( ) Change of R.A. ( ) Fictitious Name
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APPROVED
INSURANCE COMMISSIONER
AND TREASURER

DEC 30 1999

BY [signature]
Legal Division

ARTICLES OF AMENDMENT
PROGRESSIVE AMERICAN INSURANCE COMPANY

The undersigned President and Secretary of Progressive American Insurance Company (the "Corporation"), a Florida corporation, hereby certify, pursuant to §607.1006 of the Florida 1989 Business Corporation Act (the "Act"), that the following amendment to the Articles of Incorporation of the Corporation was approved by the sole shareholder of the corporation by unanimous written consent pursuant to and in accordance with §607.0704 of the Act on the 20th day of July, 1999:

RESOLVED, that Article SIXTH of the Articles of Incorporation of the Corporation is deleted in its entirety and there is substituted therefor the following:

> "SIXTH: The street address of the principal office and registered office of the corporation is 4030 Crescent Park Drive, Building B, Riverview, Florida 33569."

The undersigned certify that the number of votes cast for the amendment by the shareholder was sufficient for approval.

IN WITNESS WHEREOF, the undersigned Corporation, by its duly elected President and Secretary, has hereunto set its name this 20th day of July, 1999.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROGRESSIVE AMERICAN INSURANCE COMPANY

By: [signature]
Daniel R. Lewis, President

And by: [signature]
David M. Schneider, Secretary

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APPROVED
INSURANCE COMMISSIONER
AND TREASURER

DEC 30 1999

BY

Legal Division

PROGRESSIVE AMERICAN INSURANCE COMPANY

SHAREHOLDERS' RESOLUTIONS

The undersigned, being the sole shareholder of Progressive American Insurance Company (the "Corporation"), a Florida corporation, pursuant to the provisions of §607.0704 of the Florida 1989 Business Corporation Act, does hereby waive notice of and the holding of a meeting to consider, and does hereby approve, consent to and adopt the following resolutions as of the 20th day of July, 1999:

RESOLVED, that Article SIXTH of the Articles of Incorporation of the Corporation is deleted in its entirety and there is substituted therefor the following:

"SIXTH: The street address of the principal office and registered office of the corporation is 4030 Crescent Park Drive, Building B, Riverview, Florida 33569."

IN WITNESS WHEREOF, the undersigned Corporation, by its President and Secretary, respectively, has hereunto set its name.

THE PROGRESSIVE CORPORATION

By: ______________________
Peter B. Lewis, President

And By: ______________________
David M. Schneider, Secretary