611687

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CORPORATION(S) NAME

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Progressive American Insurance Company () Profit (x) Amendment () Merger () Nonprofit () Foreign () Dissolution/Withdrawal () Mark () Reinstatement () Limited Partnership () Annual Report () Other () LLC () Name Registration () Change of RA () Fictitious Name () UCC (x) Certified Copy () Photocopies () CUS **(5)** () Call When Ready () Call If Problem () After 4:30 (x) Walk In () Will Wait (x) Pick Up () Mail Out Name 02/04/00 Availability Document Examiner Updater

C. COULLIETTE FEB 0 4 2000

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



PROGRESSIVE AMERICAN INSURANCE COMPANY

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article THIRD is deleted in its entirety and there is substituted therefor the following:

"THIRD: The purpose for which the corporation is organized is to engage in every aspect of property, casualty, surety, fidelity, and marine insurance, both within and without the State of Florida."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: February 1, 2000
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
X	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
۵	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signatur	Signed this 1st day of February , 2000. e Afficial Clavis (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
•	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Daniel R. Lewis Typed or printed name
	President
	Title

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

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 board of directors of the corporation by unanimous written consent pursuant to and in accordance with §607.0704 of the Act on the 1st day of February, 2000:

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

"THIRD: The purpose for which the corporation is organized is to engage in every aspect of property, casualty, surety, fidelity, and marine insurance, both within and without the State of Florida."

The undersigned further 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 ____1st___ day of February, 2000.

PROGRESSIVE AMERICAN INSURANCE COMPANY

Dane A. Shrallow, Secretary