

814107

580 Walnut Street
Cincinnati, OH 45202-3180
513 369.5000

P.O. Box 2575
Cincinnati, OH 45201-2575
www.gaic.com



November 2, 2000

Amendment Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-11/09/00--01045--015
*****43.75 *****43.75

Re: **AGRICULTURAL INSURANCE COMPANY
NAME CHANGE TO
GREAT AMERICAN ASSURANCE COMPANY**

Dear Sir or Madam:

Agricultural Insurance Company (the "Company"), an Ohio domiciled wholly owned subsidiary of Great American Insurance Company, is qualified to transact business as a foreign property/casualty insurer in Florida. The Ohio Department of Insurance has approved a change in the name of the Company to Great American Assurance Company effective August 17, 2000.

In order to effect the name change in Florida, in accordance with correspondence we received from the Florida Department of Insurance, I enclose the following:

1. Completed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. Certified copy of the Company's Amended and Restated Articles of Incorporation (certification is on the reverse of the last page); and
3. A check, in the amount of \$43.75, payable to the Florida Department of State, including \$35.00 for filing fees and \$8.75 for a Certificate of Status.

If you have any questions or require anything further, please do not hesitate to contact me at the above address or by telephone at (800) 972-3008 or (513) 723-2724.

Sincerely,

STEPHEN BERAHA

Enclosures

FILED
NOV -9 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS NOV 20 2000

CERTIFICATE OF AMENDED ARTICLES OF INCORPORATION

OF

AGRICULTURAL INSURANCE COMPANY

Charter Number 787553

Eve Cutler Rosen, Vice President, and Ronald C. Hayes, Assistant Secretary of Agricultural Insurance Company, a corporation for profit, with its principal location at 580 Walnut Street, Cincinnati, Ohio 45202, do hereby certify that, pursuant to a Written Consent of the Sole Shareholder, Great American Insurance Company, the following resolutions were adopted:

RESOLVED: That the name of the corporation is changed to Great American Assurance Company;

FURTHER RESOLVED: That the Articles of Incorporation of the Company be amended and restated in their entirety as hereby amended, and that the Amended and Restated Articles of Incorporation attached hereto and incorporated herein as Exhibit A are adopted in substitution of and shall supersede the existing Articles of Incorporation and amendments thereto; and

FURTHER RESOLVED: That the proper officers of the Company are hereby authorized and directed to execute any and all documents and to take any actions necessary or desirable to implement these resolutions.

IN WITNESS WHEREOF, the undersigned, acting for and on behalf of the corporation, have executed these Amended and Restated Articles of Incorporation this 25th day of July, 2000.

By: Eve Cutler Rosen
Eve Cutler Rosen
Vice President

By: Ronald C. Hayes
Ronald C. Hayes
Assistant Secretary

RECEIVED
AUG 17 2000
J. KENNETH BLACKWELL
SECRETARY OF STATE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GREAT AMERICAN ASSURANCE COMPANY

(formerly Agricultural Insurance Company)

* * * * *

PREAMBLE. This corporation was incorporated on March 23, 1905 in the State of South Dakota under the name Queen City Fire Insurance Company. On December 17, 1953, its name was changed to Queen City Insurance Company. On April 20, 1960, its name was changed to American Empire Insurance Company of South Dakota. On May 25, 1972, its name was changed to American Empire Insurance Company. On May 26, 1972, its name was changed to Agricultural Insurance Company (at which time its parent corporation, Agricultural Insurance Company, a New York corporation, changed its name to American Empire Insurance Company, a New York corporation). On December 31, 1990, it was redomiciled from South Dakota to the State of Ohio.

These Articles supersede in their entirety the existing Articles of Incorporation.

FIRST. The name of the corporation is Great American Assurance Company.

SECOND. The duration of the corporation shall be perpetual.

THIRD. The place in the State of Ohio where its principal office is located is the City of Cincinnati, Hamilton County. The corporation shall have full power and authority to establish offices and agencies in said city and in other parts of the State of Ohio, and in other states and territories and in foreign countries.

FOURTH. The corporation is organized for the purpose of making, and it shall have the full power and authority to make and undertake, all of the kinds of insurance and reinsurance (except with respect to life insurance, contracts for the payment of annuities and title insurance) which are now or may hereafter be permitted to domestic stock fire, marine and casualty companies under the laws of the State of Ohio. The corporation shall have the power and authority to make and undertake any and all kinds of insurance and reinsurance (except with respect to life insurance, contracts for the payment of annuities and title insurance) in other states and outside the United States of America, its territories and possessions, so long as all other applicable requirements of law are met.

The foregoing statement of purpose shall not be held to limit or restrict the powers of the corporation to carry on, and the corporation shall have the power to carry on, any other business it may lawfully do.

FIFTH. The maximum number of voting common shares which the corporation is authorized to issue shall be 15,000 with a par value of \$220.00 each. The capital and surplus of the corporation shall be in the aggregate amount of not less than \$5,000,000, which aggregate shall include paid-in capital of not less than \$3,300,000 and contributed surplus of not less than \$1,000,000.



Attorney General
Betty D. Montgomery

August 15, 2000

The Honorable Kenneth Blackwell
Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43215

ATTN: Emmy Siegenthaler
Legal Department

Re: Amendment to the Articles of Incorporation for
Great American Assurance Company

Dear Sir:

I have reviewed the July 25, 2000, Amendment to the Articles of Incorporation, for Great American Assurance Company. I have consulted with the Ohio Department of Insurance which has expressed its approval of the articles in question.

Based upon my examination of the articles and my review of the relevant statutes, I find the amendment to be in accordance with the constitution and laws of the State of Ohio and of the United States.

Sincerely,

BETTY D. MONTGOMERY
Attorney General

A handwritten signature in black ink, appearing to read "Scott Myers", written over a horizontal line.

SCOTT MYERS
Assistant Attorney General
Health and Human Services Section
30 E. Broad Street, 26th Flr.
Columbus, Ohio 43215-3428
(614) 466-8600

SM:mnw
Enclosures
cc: Stephen J. Vamos

State Office Tower / 30 East Broad Street / Columbus, Ohio 43215-3428
www.ag.state.oh.us
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State of Ohio

Department of Insurance

2100 Stella Court Columbus, Ohio 43215-1067
(614) 644-2658 www.state.oh.us/ins

Bob Taft
Governor

J. Lee Covington II
Director

HEALTH & HUMAN SERVICES

July 27, 2000

JUL 31 2000

SERVICES SECTION

Scott Myers, Esq.
Assistant Attorney General
Health & Human Resources Section
Ohio Attorney General's Office
30 East Broad Street, 26th Floor
Columbus, Ohio 432315-3428

Re: Great American Assurance Company
Amendment of Articles of Incorporation

Dear Mr. Myers:

Enclosed please find the Certificate of Amendment to the Articles of Incorporation of the above-referenced insurance company.

Based upon my review, the Department extends its preclearance to the amendment which, upon filing with the Secretary of State, will change the name of the company from Agricultural Insurance Company to Great American Assurance Company.

Thank you for your assistance in this matter.

Very truly yours,

Stephen J. Vamos
Staff Counsel
Office of Legal Services

Cc: Stephen Beraha

#787553

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, J. Kenneth Blackwell, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 5 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at
Columbus, Ohio, this 27th day of
September 1920 A.D.



J. Kenneth Blackwell

J. KENNETH BLACKWELL
Secretary of State

By: [Signature]

NOTICE: This is an official certification only when reproduced in red ink