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PROGRESSIVE

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Law Department
6300 Wilson Mills Road
Mayfield Village, OH 44143
Telephone: 440 461-5000
Facsimile: 440 446-7894
progressive.com

June 18, 1999

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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RE: PROGRESSIVE SOUTHEASTERN INSURANCE COMPANY

Dear Sir/Madam:

Enclosed are three (3) copies of an Amendment to the Articles of Incorporation of Progressive Southeastern Insurance Company which increases the amount of authorized shares of the Company to 40,000. This Amendment had been forwarded to the Florida Department of Insurance for their prior approval and such approval was granted on May 28, 1999 as evidenced on the enclosed Amendments. I would appreciate it if you could please file this document and, thereafter, return to me two (2) copies of the Amendment, stamped "approved" by the Secretary of State.

I have enclosed Progressive's draft in the amount of \$166.25 in payment of the \$35.00 filing fee and the fee for fifteen (15) certifications at a cost of \$8.75 per certification.

For your convenience, I have also enclosed a prepaid envelope to facilitate return of the Amendments and Certifications to me.

Thank you in advance for your attention to this matter. Should you have any questions, please do not hesitate to contact me at 440-446-7894.

Very truly yours,

*Amended
6-29-99
vts*

PROGRESSIVE CASUALTY INSURANCE COMPANY

Karen Kosuda

Karen Kosuda
Legal Specialist

Enclosures

ARTICLES OF AMENDMENT
PROGRESSIVE SOUTHEASTERN INSURANCE COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President and Secretary of Progressive Southeastern 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 3rd day of March, 1999:


RESOLVED, that Article FOURTH of the Articles of Incorporation of the Corporation be amended to read as follows:


"FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 40,000 shares of common stock, One Hundred Dollars (\$100.00) par value."

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 23rd day of April, 1999.

PROGRESSIVE SOUTHEASTERN INSURANCE
COMPANY

By: 
Daniel R. Lewis, President

And by: 
David M. Schneider, Secretary

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

MAY 28 1999

BY 
Legal Division