

THOMPSON  
HINE & FLORY LLP

Attorneys at Law

812115

Thomas J. Bonasera  
614-469-3259  
tbonasera@thf.com

March 9, 1999

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

200002801302--5  
-03/10/99--01084--005  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

RE: Name Change - Automobile Club Insurance Company

Dear Sirs:

Pursuant to instructions from the Florida Department of Insurance, enclosed for your review and approval are the following documents in connection with the change of name of our client from Automobile Club Insurance Company to American Commerce Insurance Company:

1. Original of the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida (the "Application"), along with a name change certificate issued by the Ohio Secretary of State; and
2. Request for Certificate of Status.

Also enclosed is a check payable to the Florida Department of State in the amount of \$43.75. In addition, please file-stamp the enclosed extra copy of the Application and return it in the self-addressed, stamped envelope provided.

The name change was effective in the State of Ohio on February 22, 1999. Please process the enclosed name change materials at your earliest convenience. Your prompt response to this request would be greatly appreciated.

NC  
3-12-99  
WHS

FILED  
99 MAR 10 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THOMPSON  
HINE & FLORY P.L.L.

*Attorneys at Law*

Amendment Section  
Florida Division of Corporations  
March 9, 1999  
Page 2

If you have any questions regarding this matter, please call me or my legal assistant, Carol R. Crow, at 614/469-3315. Thank you for your assistance.

Very truly yours,



THOMAS J. BONASERA

TJB/crc  
Enclosures  
cc: Thomas E. Berridge, CPCU  
#106444

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAR 10 PM 2:20

**FILED**

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

**SECTION I (1-3 must be completed)**

1. Automobile Club Insurance Company

Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Ohio

3. Date authorized to do business in Florida: August 2, 1957

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

February 22, 1999

5. Name of corporation after the amendment, "adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

American Commerce Insurance Company

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

*James Benney*

Signature

Name and Title

*Senior Vice President  
General Counsel*

3-8-99

Date

**FILED**  
99 MAR 10 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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



*I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show Certificate of AMENDED ARTICLES OF INCORPORATION of AUTOMOBILE CLUB INSURANCE COMPANY, an Ohio corporation, Charter No. 197450, changing its Corporate title to: AMERICAN COMMERCE INSURANCE COMPANY, was filed in this office on February 22nd, 1999 of the Records of Incorporation. Said corporation, AMERICAN COMMERCE INSURANCE COMPANY, an Ohio corporation, Charter No. 197450, having its principal location in Columbus, County of Franklin, was incorporated on September 18th, 1946 is currently in GOOD STANDING upon the records of this office.*



*WITNESS my hand and official*

*seal at Columbus, Ohio on*

*March 1, 1999*

A handwritten signature in cursive script that reads "J. Kenneth Blackwell".



J. Kenneth Blackwell  
Secretary of State

	DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1.	2/24/1999	199905400824	AMA DOMESTIC/AMENDED RESTATED ARTICLES	35.00	10.00	0.00	0.00	0.00
<b>TOTAL</b>				<b>35.00</b>	<b>10.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**Return To:**  
**THOMPSON HINE & FLORY**  
**ATTN C CROW**  
**10 W BROAD ST STE 700**  
**COLUMBUS, OH 43215-0000**

-----cut along the dotted line-----



*The State of Ohio*  
 *Certificate* 

*Secretary of State - J. Kenneth Blackwell*

**197450**

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for AMERICAN COMMERCE INSURANCE COMPANY and that said business records show the filing and recording of:*

Document(s)  
 DOMESTIC/AMENDED RESTATED ARTICLES

Document No(s):  
 199905400824

United States of America  
 State of Ohio  
 Office of the Secretary of State

Witness my hand and the seal of the Secretary  
 of State at Columbus, Ohio, this 22nd day of  
 February, A.D. 1999

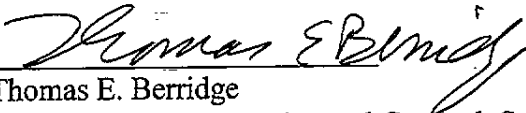


*J. Kenneth Blackwell*  
 J. Kenneth Blackwell  
 Secretary of State

**CERTIFICATE OF AMENDED  
ARTICLES OF INCORPORATION OF  
AUTOMOBILE CLUB INSURANCE COMPANY**

Thomas E. Berridge, who is Senior Vice President, General Counsel, and Secretary of the above named Ohio corporation organized for profit, does hereby certify that in a writing signed by all of the shareholders, the Amended Articles of Incorporation attached as Exhibit A were Adopted to supercede and take the place of the existing Amended Articles of Incorporation.

IN WITNESS WHEREOF, the above named officer, acting for and on behalf of the Corporation, has hereunto subscribed his name this 18 day of December, 1998.

  
Thomas E. Berridge  
Senior Vice President, General Counsel, Secretary

RECEIVED  
FEB 22 1999  
JAMES H. CUSHNETT  
SECRETARY

EXHIBIT A  
AMENDED ARTICLES OF INCORPORATION  
OF  
AMERICAN COMMERCE INSURANCE COMPANY  
(Formerly Automobile Club Insurance Company)

FIRST: The name of the corporation shall be American Commerce Insurance Company.

SECOND: The place in Ohio where its principal office shall be located is in the City of Columbus, Franklin County, Ohio.

THIRD: The purpose of the corporation shall be to transact, directly or by ceding or assuming reinsurance, any one or more of all of the kinds of insurance described in and authorized by Section 3941.02 of the Ohio Revised Code as it now exists or may hereafter be amended. The corporation shall have the power and authority to exercise any and all rights, powers, and privileges, and shall be subject to any and all duties and obligations, now or hereafter granted to or imposed upon domestic insurance companies formed for the purpose of transacting such insurance by the laws of the State of Ohio, and the corporation shall have the power and authority to engage in any act or activity which is not unlawful for it under the laws of the State of Ohio.

FOURTH: The authorized number of shares of the corporation shall be 1,000,000, all of which shall be common shares, each with a par value of \$25.00 per share.

FIFTH: The paid-in capital of the corporation shall be not less than \$1,000,000 and the contributed surplus of the corporation shall be not less than \$1,500,000.

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SIXTH: The Directors of the corporation shall have the power to cause the corporation from time to time and at any time to purchase, hold, sell, transfer or otherwise deal with (A) shares of any class or series issued by it, (B) any security or other obligation of the corporation which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by the Articles of the corporation, and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the Articles of the corporation. The corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issued by the corporation. The authority granted in this Article Sixth of these Articles shall not limit the plenary authority of the Directors to purchase, hold, sell, transfer or otherwise deal with shares of any class or series, securities, or other obligations issued by the corporation or authorized by its Articles.

SEVENTH: No shareholder of the corporation shall have, as a matter of right, the preemptive right to purchase or subscribe for shares of any class, now or hereafter authorized, or to purchase or subscribe for securities or other obligations convertible into or exchangeable for such shares or which by warrants or otherwise entitle the holders thereof to subscribe for or purchase any such share.

EIGHTH: These Amended Articles of Incorporation supercede and take the place of the Amended Articles of Incorporation of the corporation in effect as of the date hereof.





**Attorney General  
Betty D. Montgomery**

January 25, 1999

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

ATTN: KATHIE McCLURG  
OFFICE MANAGER

Re: Amended Articles of Incorporation for Automobile Club Insurance Co.

Dear Sir:

I have reviewed the December 18, 1999 Amended Articles of Incorporation, for Automobile Club Insurance 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 cursive script, appearing to read "Scott Myers".

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: Carol S. Schaefer  
articles



State of Ohio  
**Department of Insurance**  
 2100 Stella Court Columbus, Ohio 43215-1067

JAN 19 1999

**Bob Taft**  
 Governor  
**David S. Meyer**  
 Interim Director

Fax: (614) 644-3742

Telephone: (614) 644-2640

January 15, 1999

Scott Myers  
 Assistant Attorney General  
 Health & Human Services Section  
 30 East Broad Street, 26<sup>th</sup> Floor  
 Columbus, OH 43215

*Please image  
 Other side*

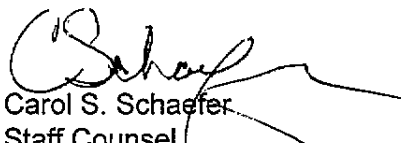
Re: Automobile Club Insurance Company  
 Amended Articles of Incorporation

Dear Mr. Myers:

Enclosed please find an originally executed certificate of Amendment to the Articles of Incorporation, a Certificate of Secretary dated December 18, 1998 and a black-lined copy of the current articles, of the above-referenced insurance company.

Based upon my review, the Department extends its preclearance to the Amended Articles of Incorporation changing the names of the company to "American Commerce Insurance Company."

Very truly yours,

  
 Carol S. Schaefer  
 Staff Counsel  
 Office of Legal Services


CSS/baa

Enclosure

APPROVED FOR FILING

RECEIVED

JAN 19 1999



Ch #  
197450

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 6 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 1st day of  
March A.D. 1999



J. Kenneth Blackwell

J. KENNETH BLACKWELL  
Secretary of State

By: C. Cenci

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