

GREAT AMERICAN INSURANCE COMPANIES®

STRENGTH WITH INTEGRITY

FILED
99 JAN 15 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 7, 1999

580 WALNUT STREET
CINCINNATI, OHIO 45202-3180
513/369-5947
FAX: 513/369-3655

ROSALIE P. van NUIS
Senior Corporate Counsel

Via DHL Worldwide Overnight Delivery

Florida Secretary of State
Amendment Section
Division of Corporations
200 East Gaines Street
Tallahassee, FL 32399-0329

300002744953--4
-01/15/99--01122--013
*****43.75 *****43.75

Re: **American Alliance Insurance Company --
Redomestication from Arizona to Ohio**

Dear Sir or Madam:

This is to notify you that American Alliance Insurance Company, a foreign property/casualty insurer licensed to operate in the State of Florida, redomiciled from Arizona to Ohio on December 9, 1998, retroactive from its original date of incorporation of September 11, 1945.

In order to receive an Amended Certificate of Authority from the Florida Department of Insurance, it is required that we receive from you a Certificate of Status.

Enclosed are:

1. Certified copy of Articles of Incorporation and Redomestication of American Alliance Insurance Company (certification is on the reverse of the last page);
2. Application By Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business In Florida;
3. A check in the amount of \$43.75 made payable to the Florida Secretary of State to cover the filing fee and the Certificate of Status; and
4. A Federal Express return overnight envelope.

After your review, please forward the Certificate of Status to me as follows:

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. FROM

Rosalie P. van Nuis, Esq.
American Alliance Insurance Company
580 Walnut Street, 10th Floor West
Cincinnati, OH 45202

MEMBERS OF AMERICAN FINANCIAL GROUP

AMEND
CHG. JURISDICTION

1/22


Florida Secretary of State
Amendment Section
Division of Corporations
January 7, 1999
Page 2

We would appreciate your returning the Certificate of Status in the enclosed prepaid overnight Federal Express envelope.

If you have any questions, please do not hesitate to give me a call at (800) 972-3008 or (513) 369-5947.

Sincerely,

AMERICAN ALLIANCE INSURANCE COMPANY

By: 
Rosalie P. van Nuis
Senior Corporate Counsel

Enclosures

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**
(Pursuant to s. 607.1504, F.S.)

**SECTION I
(1-3 MUST BE COMPLETED)**

1. American Alliance Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Arizona
Incorporated under laws of
3. 11/01/76
Date authorized to do business in Florida

FILED
99 JAN 15 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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? N/A
5. N/A
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

N/A
New Duration

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

Ohio
New Jurisdiction


Signature

1/5/99

Date

Ronald C. Hayes

Typed or printed name

Assistant Secretary

Title

ARTICLES OF INCORPORATION AND REDOMESTICATION

OF

AMERICAN ALLIANCE INSURANCE COMPANY

PREAMBLE. The undersigned corporation desires to transfer its corporate domicile from the State of Arizona to the State of Ohio pursuant to the approval of the Ohio Superintendent of Insurance under the authority of Section 3913.40 of the Ohio Revised Code, as it now exists or may hereafter be amended, and to be recognized as a corporation from its original date of incorporation of September 11, 1945, in the State of Arizona.

On September 11, 1945, Republic Indemnity Company was incorporated in Arizona. On February 20, 1946, the corporation changed its name to Republic Indemnity Company of America. On February 15, 1973, the corporation changed its name to Republic Indemnity Company. On October 24, 1974, the corporation changed its name to American Alliance Insurance Company. Its Articles of Incorporation were restated on March 29, 1978 and on December 27, 1983. The corporation's Articles of Incorporation were last amended on April 20, 1992, to increase the par value of its authorized capital stock.

These Articles supersede the existing Articles of Incorporation

FIRST. The name of the corporation is American Alliance Insurance Company.

SECOND. 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.

THIRD. 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.

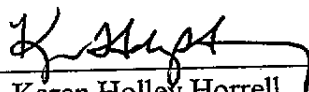
FOURTH. The maximum number of voting common shares which the corporation is authorized to issue shall be Nine Hundred (900) with a par value of Three Thousand Seven Hundred Fifty Dollars (\$3,750) each. The capital and surplus of the corporation shall be in the aggregate


amount of not less than Five Million Dollars (\$5,000,000), which aggregate shall include paid-in capital of not less than One Million Dollars (\$1,000,000) and contributed surplus of not less than One Million Dollars (\$1,000,000).

FIFTH. The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation and Redomestication this 15th day of June, 1998.

AMERICAN ALLIANCE INSURANCE COMPANY

By: 
Karen Holley Horrell
Senior Vice President

By: 
Ronald C. Hayes
Assistant Secretary



State Of Ohio

Department of Insurance

2100 Stella Court Columbus, Ohio 43215-1067

George V. Voinovich

OCT 15 1998

Governor

Harold T. Duryee

Director

(614) 644-2640

October 13, 1998

Scott Myers
Assistant Attorney General
Attorney General's Office
30 East Broad Street, 26th Floor
Columbus, OH 43215

Re: Articles of Incorporation and Redomestication of American Alliance Insurance Company

Dear Scott:

Enclosed are the original articles of incorporation and redomestication of American Alliance Insurance Company. The company has submitted an application to transfer its domicile from the state of Arizona to the state of Ohio. Based upon my review, the Department extends its preclearance to the restatement to the articles of incorporation and redomestication of American Alliance Insurance Company.

Very truly yours,

Susan T. Stead
Staff Counsel
Office of Legal Services

STS/baw

Enclosure



**Attorney General
Betty D. Montgomery**

November 2, 1998

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

ATTN: KATHIE McCLURG
OFFICE MANAGER

Re: Articles of Incorporation and Redomestication of American
Alliance Insurance Company

Dear Sir:

I have reviewed the June 15, 1998 Articles of Incorporation and Redomestication, for American Alliance 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 dark ink, appearing to read "Scott Myers", is written over the typed name.

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: Susan T. Stead
articles



Attorney General
Betty D. Montgomery

November 2, 1998

RECEIVED

NOV 4 1998

CORP. LEGAL DEPT.

Rosalie P. van Nuis, Esq.
Senior Corporate Counsel
Great American Insurance Company
Corporate Legal Department
580 Walnut Street
Cincinnati, OH 45202

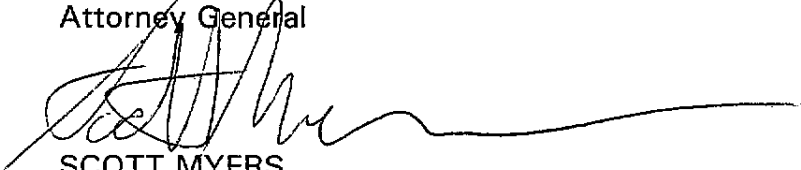
Re: Articles of Incorporation and Redomestication for American
Alliance Insurance Company.

Dear Ms. Van Nuis:

Enclosed are your original documents presented to the Department of Insurance, the Department's preclearance letters, and the Attorney General's approval letters. It is your responsibility to effect the filing with the Secretary of State.

Sincerely,

BETTY D. MONTGOMERY
Attorney General


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

articles2



BOB TAFT
Secretary of State
State of Ohio

RECEIVED

NOV 11 1998

CORP. LEGAL DEPT.

November 9, 1998

Rosalie P. van Nuis
Senior Corporate Counsel
c/o Great American Insurance Company
580 Walnut Street
Cincinnati, Ohio 45202

Dear Ms. Van Nuis:

Enclosed are the documents presented to the Secretary of State concerning the Articles of Incorporation and redomestication of American Alliance Insurance Company. Upon review of these documents, I hereby approve the documents per your request for preclearance and await the filing of the originals with our office.

Per our telephone conversation today please forward those documents to my attention.

Sincerely,

A handwritten signature in dark ink, appearing to read "Mark Stinnett".

Mark Stinnett, Corporate Counsel

STATE OF OHIO
DEPARTMENT OF INSURANCE

IN THE MATTER OF:

ORDER AND JOURNAL ENTRY

THE REDOMESTICATION OF AMERICAN
ALLIANCE INSURANCE COMPANY FROM
THE STATE OF ARIZONA TO THE STATE
OF OHIO

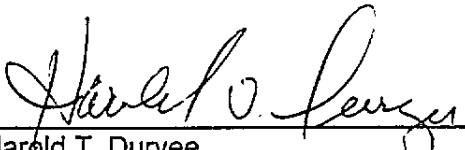
American Alliance Insurance Company (the "Company") has filed an application to transfer its domicile from Arizona to Ohio. Based upon the representations made in the Company's application, the Superintendent makes the following findings:

1. Pursuant to section 3913.40 of the Revised Code, the Superintendent has authority to approve a transfer of domicile.
2. The Company is admitted to transact the business of insurance as a foreign insurer in Ohio.
3. The Company qualifies for admission as a domestic insurer in Ohio.
4. The Arizona Department of Insurance has approved the transfer of the Company's domicile from Arizona to Ohio.
The Company will notify policyholders of the transfer of domicile by means of an endorsement as submitted with the Company's application.
5. The Company's address and telephone number will be 580 Walnut Street, Cincinnati, Ohio 45202, 513/369-5000.
6. There are no facts before the Superintendent to support a determination that the proposed transfer of domicile is not in the interest of the policyholders of this state.

IT IS THEREFORE ORDERED that the application of American Alliance Insurance Company to transfer its domicile from the state of Arizona to the state of Ohio be and hereby is approved. An amended Certificate of Authority will be issued to the Company that will indicate the Company is domiciled in the state of Ohio.

IT IS FURTHER ORDERED that the Company shall file its Articles of Incorporation and Redomestication together with a copy of this Order and Journal Entry with the Ohio Secretary of State. The Company shall also file a certified copy of the Articles of Incorporation and Redomestication with the Superintendent.

12-7-98
Date


Harold T. Duryee
Superintendent



State Of Ohio

Department of Insurance

2100 Stella Court Columbus, Ohio 43215-1067

George V. Volnovich
Governor

Harold T. Duryee
Director

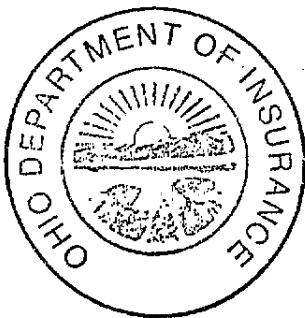
CERTIFICATION

I, Sandra A. Ellis, an employee of the Legal Division of the Ohio Department of Insurance, do hereby certify the attached Order and Journal Entry, approved on December 7, 1998, for the redomestication of American Alliance Insurance Company from Arizona to Ohio are copies of the originals, contained in the records maintained in the ordinary course of business by this agency

Signed and dated this 8th day of December, 1998.

A handwritten signature in cursive script, reading "Sandra A. Ellis".

Sandra A. Ellis
Paralegal
Office of Legal Services



A handwritten signature in cursive script, reading "Harold T. Duryee".

Harold T. Duryee, Superintendent