

580 Walnut Street
Cincinnati, OH 45202-3180
513 369.5000

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

837290



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--014
*****43.75 *****43.75

Re: **AMERICAN ALLIANCE INSURANCE COMPANY
NAME CHANGE TO
GREAT AMERICAN ALLIANCE INSURANCE COMPANY**

Dear Sir or Madam:

American Alliance 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 Alliance Insurance 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

T. LEWIS NOV 20 2000

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

FILED
NOV - 9 PM 12:33
DEPT OF STATE
TALLAHASSEE, FLORIDA

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. Ohio
Incorporated under laws of
3. November 1, 1976
Date authorized to do business in 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? August 17, 2000
5. Great American Alliance Insurance Company
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.
- no change (perpetual)
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

no change (Ohio)
New Jurisdiction


Signature

Roanld C. Hayes

Typed or printed name

October 31, 2000
Date

Assistant Secretary

Title

CERTIFICATE OF AMENDED ARTICLES OF INCORPORATION
OF

AMERICAN ALLIANCE INSURANCE COMPANY
Charter Number 1052072


Eve Cutler Rosen, Vice President, and Ronald C. Hayes, Assistant Secretary of American Alliance 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 Alliance Insurance 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
Vice President

By: 
Ronald C. Hayes
Assistant Secretary

RECEIVED
AUG 17 2000
J. KENNETH BLACKWELL
SECRETARY OF STATE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GREAT AMERICAN ALLIANCE INSURANCE COMPANY
(formerly American Alliance Insurance Company)

PREAMBLE. 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 amended on April 20, 1992, to increase the par value of its authorized capital stock. On December 9, 1998, it was redomiciled from Arizona to the State of Ohio.

These Articles supersede the existing Articles of Incorporation.

FIRST. The name of the corporation is Great 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.

* * * * *



**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 Alliance Insurance Company

Dear Sir:

I have reviewed the July 25, 2000, Amendment to the Articles of Incorporation, for Great 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", 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: Stephen J. Vamos

State Office Tower / 30 East Broad Street / Columbus, Ohio 43215-3428

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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

HEALTH & HUMAN

JUL 31 2000

Bob Taft
Governor

J. Lee Covington II
Director

SERVICES SECTION

July 27, 2000

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 Alliance Insurance 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 American Alliance Insurance Company to Great American Alliance Insurance Company.

Thank you for your assistance in this matter.

Very truly yours,

Stephen J. Vamos
Staff Counsel
Office of Legal Services

Cc: Stephen Beraha

1052702

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 29th day of
August, 2000 A.D.

J. Kenneth Blackwell

J. KENNETH BLACKWELL
Secretary of State

By amstanford

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