

580 Walnut Street
Cincinnati, OH 45202-3180
513.412.4925 ph
513.369.3655 fax

Stephen Beraha
Corporate Counsel

857204

FILED
OCT 16 PM 4:18
TALLAHASSEE, FLORIDA
GREATAMERICAN
INSURANCE GROUP

October 14, 2002

Via Airborne Express

Florida Secretary of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Amend

100008411621--8
-10/16/02--01094--006
*****43.75 *****43.75

Re: **Worldwide Direct Auto Insurance Company
Redomestication from Kentucky to Ohio**

Dear Sir or Madam:

This is to notify you that Worldwide Direct Auto Insurance Company, a foreign property/casualty insurer licensed to operate in the State of Florida, redomiciled from Kentucky to Ohio on June 28, 2002, retroactive to its original date of incorporation of November 13, 1961.

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

1. Certified copy of Articles of Incorporation and Redomestication of Worldwide Direct Auto Insurance Company (certification is on the reverse of the last page);
2. Completed 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, payable to the Florida Department of State, including \$35.00 for filing fees and \$8.75 for a Certificate of Status; and
4. An Airborne Express return overnight envelope.

Please return the Certificate of Status in the enclosed prepaid Airborne Express envelope.

If you have any questions, please call me at (800) 972-3008 or (513) 412-4925.

Sincerely,

Stephen Beraha
STEPHEN BERAHA

Enclosures

ABR
10/18/02

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.)

SECTION I
(1-3 MUST BE COMPLETED)

857204
(Document number of corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Worldwide Direct Auto Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Kentucky (Redomiciled to Ohio on 6/28/02) 3. 7/26/1983
(Incorporated under laws of) (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? Not applicable.
5. Not applicable.
(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.
Not applicable
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
Ohio
(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Ronald C. Hayes
(Typed or printed name)

10/14/2002
(Date)

Assistant Secretary
(Title)



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
06/28/2002	200217900082	DOMESTIC ARTICLES/FOR PROFIT (ARF)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

BRICKER & ECKLER
100 S. THIRD STREET
EMILY WEAR
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1326700

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

WORLDWIDE DIRECT AUTO INSURANCE COMPANY

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200217900082



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 13th day of November,
A.D. 1961.

J. Kenneth Blackwell
Ohio Secretary of State

ARTICLES OF INCORPORATION AND REDOMESTICATION
OF
WORLDWIDE DIRECT AUTO INSURANCE COMPANY

PREAMBLE. The undersigned corporation desires to transfer its corporate domicile from the Commonwealth of Kentucky 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 November 13, 1961, in the Commonwealth of Kentucky.

On November 13, 1961, Commonwealth Fire and Casualty Insurance Company was incorporated in Kentucky. The corporation changed its name to Capital Enterprise Insurance Company on May 14, 1981, to Providian Property and Casualty Insurance Company on June 30, 1995, and to Worldwide Direct Auto Insurance Company on October 16, 1998. The corporation remains domiciled in Kentucky.

These Articles supersede the existing Articles of Incorporation.

FIRST. The name of the corporation is Worldwide Direct Auto 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 Fifteen Thousand (15,000) with a par value of One Hundred Seventy-Five Dollars (\$175) 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

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SECRETARY OF STATE
2002 JUN 27 PM 3:33
CLIENT

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 29th day of March, 2002.

WORLDWIDE DIRECT AUTO INSURANCE COMPANY

By: Eve Cutler Rosen
Eve Cutler Rosen
Vice President

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



**Attorney General
Betty D. Montgomery**

June 24, 2002

The Honorable Kenneth Blackwell
Secretary of State
Corporations Department
180 E. Broad Street, 16th Flr.
Columbus, Ohio 43215

ATTN: Patrick Hole
Legal Department

Re: Articles of Incorporation and Redomestication for World
Wide Direct Auto Insurance Company

Dear Sir:

I have reviewed the March 29, 2002, Articles of Incorporation and Redomestication, for World Wide Direct Auto 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: Steve Vamos



State of Ohio

Department of Insurance

2100 Stella Court Columbus, Ohio 43215-1067
(614) 644-2658 www.ohioinsurance.gov

HEALTH & HUMAN

JUN 24 2002

SERVICES SECTION

Bob Taft
Governor

J. Lee Covington II
Director

(614) 644-2640
Fax (614) 644-3742
steve.vamos@ins.state.oh.us

June 20, 2002

Scott Myers, Esq.
Assistant Attorney General
Health & Human Resources Section
Ohio Attorney General's Office
30 East Broad Street, 26th Floor
Columbus, Ohio 43215-3428

Re: World Wide Direct Auto Insurance Company
Articles of Incorporation and Redomestication

Dear Mr. Myers:

Enclosed please find the originally executed Articles of Incorporation and Redomestication of the above referenced company.

Based upon my review, the Department extends its preclearance to the Articles of Incorporation and Redomestication which, upon filing with the Secretary of State, will change the company's state of domicile from Kentucky to Ohio as of its original date of incorporation.

In your cover letter to the company, please inform the company that it must file a certified copy of the Superintendent's Order approving the redomestication together with the Articles of Incorporation, with the Ohio Secretary of State.

Very truly yours,

Stephen J. Vamos, III
Staff Counsel
Office of Legal Services

cc: Gary Burchfield

STATE OF OHIO
DEPARTMENT OF INSURANCE
2100 STELLA COURT
COLUMBUS, OH 43215-1067

IN THE MATTER OF:

ORDER AND JOURNAL ENTRY

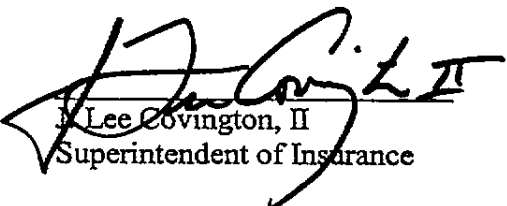
THE REDOMESTICATION OF:
WORLDWIDE DIRECT AUTO
INSURANCE COMPANY

1. Worldwide Direct Auto Insurance Company, (the "Company") presently domiciled in the State of Kentucky, has applied to the Superintendent of Insurance for approval to redomesticate to Ohio pursuant to §3913.40 of the Ohio Revised Code. The Company currently has a certificate of authority to conduct the business of other than life insurance in the state of Ohio.
2. The Company has designated its mailing address and principal place of business in this state as 580 Walnut Street, Cincinnati, Ohio, 45202-3180. The Company has designated the above address as the location of its minute books and corporate records.
3. No evidence has been submitted that the proposed transfer of domicile is not in the interest of the policyholders of the state of Ohio.

NOW THEREFORE IT IS ORDERED THAT:

1. The redomestication of the Company from Kentucky to Ohio is approved as of the date below.
2. The Company will be issued an amended certificate of authority that shows that it is domiciled in the state of Ohio as of its original date of incorporation in Kentucky (November 13, 1961).

June 27, 2002
Date


Lee Covington, II
Superintendent of Insurance

#1326700

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 2nd day of
July A.D. 2002



J. Kenneth Blackwell
J. KENNETH BLACKWELL
Secretary of State

By: K. Lipton

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