

F92000000592

TO: Amendment Section
Division of Corporations

SUBJECT: Specialty Risk Insurance Company
(Name of corporation)

DOCUMENT NUMBER: F92000000592

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this
matter to the following:

Karen Kosuda

(Name of person)

Progressive Casualty Insurance Company

(Name of firm/company)

300 North Commons Boulevard (OHF11)

(Address)

Mayfield Village, Ohio 44143

(City/state and zip code)

For further information concerning this matter, please call:

Karen Kosuda

(Name of person)

at (440) 395-0232

(Area code & daytime telephone number)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-01/10/02--01050--002
*****44.75 *****43.75

FILED
02 JAN 10 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Karen Kosuda
GAVE registration
to correct state m #2
KKB
1/17*

*AM
KKB
1-17*

te)

business in Florida)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN 10 AM 11:07

FILED

Vice President
(Title)

DATE: 12/11/2001 DOCUMENT ID: 200134500972 DESCRIPTION: DOMESTIC ARTICLES/FOR PROFIT (ARF) FILING: 125.00 EXPED: 100.00 PENALTY: .00 CERT: .00 COPY: 175.00

Receipt

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

C.T. CORPORATION SYSTEM
17 S. HIGH STREET
ATTN: JAMES TANKS
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1278564

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

SPECIALTY RISK INSURANCE COMPANY

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

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200134500972



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 17th day of September,
A.D. 1990.

J. Kenneth Blackwell
Ohio Secretary of State

**ARTICLES OF INCORPORATION AND REDOMESTICATION
OF
SPECIALTY RISK INSURANCE COMPANY**

SECRETARY OF STATE
2001 DEC -7 PM 4:10
CLIENT SERVICE CENTER

PREAMBLE: The Specialty Risk Insurance Company seeks redomestication from the State of Tennessee to the State of Ohio subject to approval by the Superintendent of Insurance pursuant to Section 3913.40 of the Ohio Revised Code as it now exists or may hereafter be amended. Specialty Risk Insurance Company was incorporated under the laws of the State of Tennessee on September 17, 1990. Specialty Risk Insurance Company's current state of domicile address is 965 Ridgelake Boulevard, Suite 201, Memphis, Tennessee 38120.

The undersigned does hereby certify that the following Articles supercede and replace any and all prior Articles of Incorporation of Specialty Risk Insurance Company:

FIRST: The name of the corporation shall be Specialty Risk Insurance Company.

SECOND: The place in the State of Ohio in which the corporation is to establish its principal office is Mayfield Village, Cuyahoga County.

THIRD: The purpose of the corporation is to transact the general insurance business, except life insurance, in any of the kinds of insurance set forth in and authorized by Section 3929.01 of the Ohio Revised Code, as it now exists or may hereafter be amended, including issuing insurance contracts, making investments as authorized by law, and, in general, to do all things necessary or incidental to the operation of said business.

FOURTH: The number of shares which the corporation is authorized to issue and have outstanding is Fifty Thousand (50,000), which shall be Common Shares, One Hundred Dollars (\$100.00) par value.

FIFTH: The amount of capital with which the corporation shall begin business is \$2,500,000 of which amount \$1,500,000 shall constitute paid-in-capital and \$1,000,000 shall constitute contributed surplus.

DEC-07-2001 15:18

CT CORPORATION

216 621 4059 P.07/14

IN WITNESS WHEREOF, I have hereunto subscribed my name this 9th day of November,
1999.

SPECIALTY RISK INSURANCE COMPANY

By: Kathleen M. Cerny
Kathleen M. Cerny, Assistant Secretary



Attorney General
Betty D. Montgomery

May 23, 2000

Karen Kosuda, Legal Specialist
Progressive Casualty Insurance Company
Law Department
6300 Wilson Mills Road
Mayfield Village, Ohio 44143

Re: Articles of Incorporation and Redomestication for
Specialty Risk Insurance Company

Dear Ms. Kosuda:

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

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



State of Ohio

Department of Insurance2100 Stella Court Columbus, Ohio 43215-1067
(614) 644-2658 www.state.oh.us/insBob Taft
GovernorJ. Lee Covington II
Director

February 8, 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: Specialty Risk 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 insurance 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 Tennessee 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,

A handwritten signature in black ink, appearing to read "Stephen J. Vamos", is written over a horizontal line.

Stephen J. Vamos
Staff Counsel
Office of Legal Services

Cc: Susan Shidaker



**Attorney General
Betty D. Montgomery**

May 23, 2000

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

ATTN: Emmy Siegenthaler
Legal Department

Re: Articles of Incorporation and Redomestication for
Specialty Risk Insurance Company

Dear Sir:

I have reviewed the November 9, 1999, Articles of Incorporation and Redomestication, for Specialty Risk 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



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

IN THE MATTER OF

ORDER AND JOURNAL ENTRY

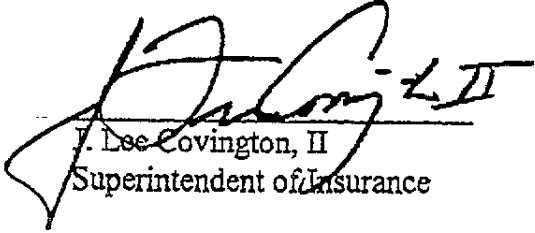
THE REDOMESTICATION OF
SPECIALTY RISK INSURANCE
COMPANY

1. Specialty Risk Insurance Company, (the "Company") presently domiciled in the State of Tennessee, has applied to the Superintendent of Insurance for approval to redomesticate to Ohio pursuant to §3913.40 of the Ohio Revised Code. The Company will be admitted to transact the business of fire and casualty insurance in the state of Ohio prior to the redomestication.
2. The Company has designated its mailing address and principal place of business in this state and its telephone number as 6300 Wilson Mills Road, Mayfield Village, Ohio, 44143; (440) 461-5000.
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 Tennessee 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 Tennessee (September 17, 1990).

November 26, 2001
Date


J. Lee Covington, II
Superintendent of Insurance

1278564

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 7 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 11 day of
December 2001 A.D.

J. Kenneth Blackwell

J. KENNETH BLACKWELL
Secretary of State

By: Trent

NOTICE: This is an official certification.