

Corporate Legal Department
580 Walnut Street
Cincinnati, OH 45202-3180
513.369.5013 ph
513.369.3655 fax

F98000005232



September 28, 2001

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

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*****43.75 *****43.75

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

Dear Sir or Madam:

Contemporary American Insurance Company (the "Company"), an Illinois domiciled wholly owned subsidiary of Great American Insurance Company, is qualified to transact business as a foreign property/casualty insurer in Florida. The Illinois Department of Insurance has approved a change in the name of the Company to Great American Alliance Insurance Company effective July 3, 2001.

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; 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) 412-4925.

Sincerely,

Handwritten signature of Stephen Beraha.
STEPHEN BERAHA

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend
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Corporate Legal Department
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October 8, 2001

Via: Airborne Express

Ms. Susan Payne
Florida Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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

Dear Ms. Payne:

As we discussed, in connection with the name change of Contemporary American Insurance Company (the "Company") to Great American Contemporary Insurance Company, I enclose a completed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, signed by Ronald C. Hayes as Assistant Secretary of the Company.

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) 412-4925.

Sincerely,

A handwritten signature in dark ink, appearing to read "Stephen Beraha".

STEPHEN BERAHA

Enclosures

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)

1. Contemporary American Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Illinois
Incorporated under laws of
3. 9/17/1998
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? July 3, 2001
5. Great American Contemporary 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 (Illinois)
New Jurisdiction


Signature

October 8, 2001
Date

Ronald C. Hayes
Typed or printed name

Assistant Secretary
Title

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



RESTATED ARTICLES OF INCORPORATION
OF
GREAT AMERICAN CONTEMPORARY INSURANCE COMPANY

ARTICLE ONE

The name of the Company is GREAT AMERICAN CONTEMPORARY INSURANCE COMPANY.

ARTICLE TWO

The principal office of the Company is to be located in the City of Schaumburg, County of Cook, in the State of Illinois.

ARTICLE THREE

The duration of the Company shall be perpetual.

ARTICLE FOUR

The purpose of the Company is to transact the kinds of insurance business specified in Class 2, Clauses (b), (c), (d), (e), (f), (g), (h), (i), (j), (k) and (l) and Class 3, Clauses (a), (b), (d), (e), (f), (g), (h) and (i) of Section 4 of the Illinois Insurance Code.

With respect to the kinds of insurance business set forth in this Article, the Company shall be authorized and empowered to effect reinsurance of all risks taken by it and to assume reinsurance of risks taken by other insurers and reinsurers to do any and all acts and things necessary, convenient or expedient to transact any and all of the kinds of insurance and reinsurance set forth herein.

ARTICLE FIVE

1. The Company shall hold an annual meeting of the shareholders on the second Monday in March of each year, if such date is not a legal holiday, If such date falls on a legal holiday, then the annual meeting shall be held on the next following business day. The Company shall provide written notice of the date, time and place of the meeting, to each shareholder of record, delivered by ordinary mail, not less than ten (10) nor more than fifty (50) days in advance of the annual meeting of the shareholders.

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Cook County Recorder 25.00

BOX 170



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date: **AUG 28 2001**

Nat Shapo
Director of Insurance

2. The business of the Company shall be managed by a Board of Directors consisting of not less than seven (7) nor more than twelve (12) natural persons. Directors shall be at least eighteen (18) years of age. A majority of directors shall be citizens and residents of the United States, and at least three (3) of the Directors shall be residents and citizens of the State of Illinois.

3. The full Board of Directors shall be elected annually by the shareholders at a duly held meeting. Any vacancy in the Board may be filled by election at a special meeting of shareholders called for that purpose. All directors elected by the shareholders shall hold office until the annual meeting of shareholders next succeeding their election and until their successors are elected and qualified.

4. In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him or her for as many persons as there are directors to be elected, or to cumulate said shares, and give one candidate as many votes as the number of directors multiplied by the number of his or her shares shall equal, or to distribute them on the same principle among as many candidates as he or she shall think fit.

5. The power to make, alter, amend or repeal by-laws is hereby reserved to the shareholders.

ARTICLE SIX

The Company's authorized capital is Ten Million Dollars (\$10,000,000). The total number of shares of common stock which the Company shall have authority to issue is One Thousand (1,000) and the par value of each of such shares shall be Ten Thousand Dollars (\$10,000). The number of shares of common stock to be issued and sold as paid-up capital prior to the issuance of a Certificate of Authority to the Company shall be Three Hundred (300).

The initial Three Hundred (300) shares of the Ten Thousand Dollar (\$10,000) par value common stock will be sold for Twenty Thousand Dollars (\$20,000) per share to provide paid-up capital of Three Million Dollars (\$3,000,000) and paid-in surplus of Three Million Dollars (\$3,000,000) prior to the issuance of a Certificate of Authority to the Company.

The Board of Directors shall have the power, by appropriate resolution, to authorize the issuance or sale, from time to time, of the whole or any part of the Company's remaining Seven Hundred (700) authorized but unissued shares of common stock in accordance with the provisions of the Illinois Insurance Code as additions to paid-up capital and paid-in surplus, pursuant to one or more permits issued from time to time by the Director of Insurance of the State of Illinois.

0010699825

BOX 170

GREAT AMERICAN CONTEMPORARY INSURANCE COMPANY

BY: Eve Cutler Rosen
EVE CUTLER ROSEN, VICE PRESIDENT

CORPORATE SEAL

BY: Ronald C. Hayes
RONALD C. HAYES, ASSISTANT SECRETARY

OATH AND ACKNOWLEDGMENT

STATE OF OHIO)
)ss:
COUNTY OF HAMILTON)

I, Karen L. Frommeyer, a Notary Public, do hereby certify that on the 25th day of June, 2001, Eve Cutler Rosen and Ronald C. Hayes personally appeared before me and being first duly sworn by me acknowledged that they signed the foregoing document in the capacities herein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Karen L. Frommeyer
Notary Public



KAREN L. FROMMEYER
Notary Public, State of Ohio
My Commission Expires 09-26-05

Approved this 3rd day of July, A.D. 2001.

Nat Shapo
Nathaniel S. Shapo
Director of Insurance

BOX 170