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American Country Insurance Company  
222 N. LaSalle Street, Suite 1600, Chicago, IL 60601-1105  
(312) 456-2033 Fax (312) 346-3707

January 27, 1999

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FL 32314

SUBJECT: American Country Insurance Company

Dear Sir or Madam:

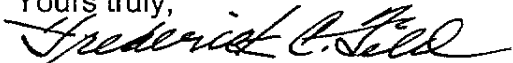
The enclosed "Application by a Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Frederick C. Feld  
American Country Insurance Company  
222 N. LaSalle St., Ste 1600  
Chicago, IL 60601-1105

Should you need to call someone concerning this matter, please contact:  
Frederick C. Feld at (312) 456-2033.

Yours truly,



Frederick C. Feld  
Compliance and State Filing Analyst

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. AMERICAN COUNTRY INSURANCE COMPANY
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. ILLINOIS (State or country under the law of which it is incorporated)
3. 36-4168532 (FEI number, if applicable)

4. July 28, 1997 (Date of Incorporation)
5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. business not yet transacted in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 222 N. LaSalle St., Ste 1600
Chicago, IL 60601-1105
(Current mailing address)

8. To conduct the business of a Property and Casualty Insurance Company
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:
Name: Insurance Commissioner
Office Address: Capitol
Tallahassee, Florida, 32399-0300
(Zip Code)

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STATE OF FLORIDA
TALLAHASSEE

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Insurance Commissioner
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

SEE ATTACHED ADDENDUM

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TALLAHASSEE FLORIDA

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B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

SEE ATTACHED ADDENDUM

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. President and COO Edwin W. Elder *Edwin W. Elder*  
(Typed or printed name and capacity of person signing application)



STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE



This is to certify **American Country Insurance Company**, Chicago, Illinois, which was incorporated on December 7, 1978 as Calumet Insurance Company having a Federal Employer's Identification Number of #36-3051031 had its business reinsured by **New American Country Insurance Company**, Chicago, Illinois, incorporated on July 28, 1997 which has a Federal Employer's Identification Number of 36-4168532.

And I further certify the original **American Country Insurance Company** simultaneous with the reinsurance aforestated on July 28, 1997 surrendered its Articles of Incorporation for dissolution.

And I further certify on the same date of incorporation and licensing, July 28, 1997, **New American Country Insurance Company** filed Amended Articles changing its name to **American Country Insurance Company**.

**NOW, THEREFORE I HEREBY** certify there is only one **American Country Insurance Company** which is the one incorporated as **New American Country Insurance Company** which changed its name to **American Country Insurance Company**.

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of my office.

Done at the City of Springfield, this 22nd day of January, A. D. 1999.

*Nat Shapo*

Nathaniel S. Shapo  
Director

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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