



AMERICAN HORIZON®

February 6, 2002

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

P20372

**Re: Redomestication of American Horizon Insurance Company
from Arizona to Illinois**

Ladies and Gentlemen:

Effective December 21, 2001 following regulatory approval from Arizona, California and Illinois, American Horizon Insurance Company ("Company") was (a) redomesticated from Arizona to Illinois and (b) merged with American Horizon Property & Casualty Insurance Company, an Illinois corporation, in which the Company was the surviving entity.

On behalf of the Company, I am enclosing an executed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida relating to the above captioned redomestication.

I am also enclosing an original certificate of the Illinois Director of Insurance evidencing the Company's attached Articles of Redomestication and Merger (the functional equivalent of its articles of incorporation) which bear the approval of Director Shapo.

I also request that you send me a New Certificate of Status which the Company is required to file with the Florida Department of Insurance as proof of this filing with the Secretary of State.

I am enclosing a check for \$43.75 in payment of the filing fee (\$35) and the Certificate of Status (\$8.75).

We appreciate your cooperation in this matter.

Sincerely,
AMERICAN HORIZON INSURANCE
COMPANY

By: Kieran T. Ridge
Counsel

cc: M. Resnick

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02 FEB 14 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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P20372
Amend
13P8
2/14/02
K. Resnick
Central State

75 Tri-State International
Suite 222
Lincolnshire, Illinois 60069
Tel: 847.236.9230
Fax: 847.236.9232

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. American Horizon Insurance Company (formerly Arcadia General Insurance Co.)
Name of corporation as it appears on the records of the Department of State.
2. Arizona 3. August 5, 1998
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? _____
5. _____
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.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Illinois
New Jurisdiction


Signature

February 5, 2002
Date

Raymond W. Tibbitts, Jr.
Typed or printed name

Chairman and Chief Executive Officer
Title

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001



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: DEC 18 2001

Nat Shapo
Director of Insurance

ARTICLES OF DOMESTICATION AND REORGANIZATION
OF
AMERICAN HORIZON INSURANCE COMPANY

These Articles of Domestication and Reorganization (hereinafter referred to as the "Articles of Reorganization") were adopted by unanimous written consent of the Board of Directors of American Horizon Insurance Company, effective as of September 11, 2001, and shareholder action was not required.

02 FEB 14 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE I

The name of the Company is American Horizon Insurance Company.

ARTICLE II

The Company was originally organized and incorporated under the laws of the State of Arizona on March 7, 1986.

ARTICLE III

The principal office of the Company is to be located in the Village of Lincolnshire, County of Lake, in the State of Illinois. The Company also may have, maintain and operate such other offices, either within or without the State of Illinois, as shall be proper or advisable in the discretion of the officers or the Board of the Directors of the Company.

ARTICLE IV

The duration of the Company shall be perpetual.

ARTICLE V

The purpose of the Company is to transact the kinds of insurance business specified in Class 2 and Class 3 of Section 4 of the Illinois Insurance Code as follows:

Class 2. Casualty, Fidelity and Surety.

(a) Accident and health. Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto, including stop-loss insurance. Stop-loss insurance is insurance

against the risk of economic loss issued to a single employer self-funded employee disability benefit plan or an employee welfare benefit plan as described in 29 U.S.C. 1001 et seq.

(b) Vehicle. Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft. Any policy insuring against any loss or liability on account of the bodily injury or death of any person may contain a provision for payment of disability benefits to injured persons and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, including the named insured, irrespective of legal liability of the insured, if the injury or death for which benefits are provided is caused by accident and sustained while in or upon or while entering into or alighting from or through being struck by a vehicle (motor or otherwise), draft animal or aircraft, and such provision shall not be deemed to be accident insurance.

(c) Liability. Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

(d) Workers' compensation. Insurance of the obligations accepted by or imposed upon employers under laws for workers' compensation.

(e) Burglary and forgery. Insurance against loss or damage by burglary, theft, larceny, robbery, forgery, fraud or otherwise; including all householders' personal property floater risks.

(f) Glass. Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.

(g) Fidelity and surety. Become surety or guarantor for any person, copartnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, copartnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds. Such obligations shall be known and treated as suretyship obligations and such business shall be known as surety business.

(h) Miscellaneous. Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its

storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated under Class 3 of Section 4 of the Illinois Insurance Code) to such sprinkler, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hiring.

(i) Other casualty risks. Insurance against any other casualty risk not otherwise specified under Classes 1 or 3 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 2 thereof.

(j) Contingent losses. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any one of the causes enumerated under Class 2 of Section 4 of the Illinois Insurance Code. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(k) Livestock and domestic animals. Insurance against mortality, accident and health of livestock and domestic animals.

(l) Legal expense insurance. Insurance against risk resulting from the cost of legal services as defined under Class 1(c) of Section 4 of the Illinois Insurance Code.

Class 3. Fire and Marine, etc.

(a) Fire. Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

(b) Elements. Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

(c) War, riot and explosion. Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed, or maintained by the insured.)

(d) Marine and transportation. Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind, (excluding vehicles operating under their own power or while in storage not incidental to transportation) as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit, or transportation,

including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance, or use of the subject matter of such insurance, (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurances against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

(e) Vehicle. Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

(f) Property damage, sprinkler leakage and crop. Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in Class 3 of Section 4 of the Illinois Insurance Code; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

(g) Other fire and marine risks. Insurance against any other property risk not otherwise specified under Classes 1 or 2 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 3 thereof.

(h) Contingent losses. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated under Class 3 of Section 4 of the Illinois Insurance Code. Such coverages shall, for the purpose

of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(i) Legal expense insurance. Insurance against risk resulting from the cost of legal services as defined under Class 1(c) of Section 4 of the Illinois Insurance Code.

ARTICLE VI

1. The business of the Company shall be managed by a Board of Directors consisting of not less than three (3) nor more than twenty-one (21) natural persons as provided in the Company's by-laws. Directors shall be shareholders except where the Company is a wholly-owned subsidiary, and who are at least eighteen years of age, and at least three of whom shall be residents and citizens of the State of Illinois. No later than June 30, 2002, membership on the Board of Directors shall comply with the applicable requirements of Sections 10(2) and 131.20b(3)-(5) of the Illinois Insurance Code regarding the presence on the Board of persons who are not officers, employees or beneficial owners of a controlling interest of the Company or of any entity controlling, controlled by or under common control with the Company. The number of directors to be elected, within the minimum and maximum limits set forth herein, shall be provided in the by-laws of the Company. The number of directors may be increased or decreased from time to time by amendment to the by-laws of the Company within the numerical limits of this Paragraph 1 of Article VI. The by-laws may establish a variable range for the size of the Board of Directors by prescribing a minimum and maximum number of directors within the numerical limits of this Paragraph 1. The maximum number of directors as specified by such a variable range may not exceed the minimum number of directors by more than five (5). If a variable range is established, the number of directors may be fixed or changed from time to time, within the minimum and maximum, by the directors or the shareholders without further amendment to the by-laws.

2. The full Board of Directors shall be elected annually by the shareholders at a duly held meeting on the first Monday in July of each year, unless such day falls on a holiday, in which event the regular annual meeting shall be held on the next regular working day, or the annual meeting may be held at such other time as may be set by unanimous consent of the shareholders or by resolution of the Board of Directors. 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. The current Directors of the Company at the present time consist of:

Scott Carter
Michael Rybak
Raymond W. Tibbitts, Jr.
Jeffrey A. Robinson

Craig G. Musgrave
Myron J. Resnick
Thomas W. Tewksbury

3. 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, 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 shares shall equal, or to distribute them on the same principle among as many candidates as he shall think fit.

4. After a Certificate of Authority is issued to the Company by the Department of Insurance of the State of Illinois, the Board of Directors shall have the power to make, alter, amend, repeal or adopt by-laws.

ARTICLE VII

The Company's authorized capital is three million dollars (\$3,000,000). The total number of shares of common stock which the Company shall have authority to issue is three million (3,000,000) and the par value of each of such shares shall be one dollar (\$1), any part of which shall be issued at such times and in such manner as the Board of Directors may designate, and as permitted by law. Each share of the capital stock shall be fully paid before being issued. The number of shares issued and sold as paid-up capital prior to the issuance of a Certificate of Authority to the Company shall be three million (3,000,000).

ARTICLE VIII

No shareholder of the Company shall have any preemptive right to purchase, subscribe for or otherwise acquire any new or additional shares of the Company of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares, or any shares, bonds, notes, debentures or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares.

ARTICLE IX

A director of the Company shall not be personally liable to the Company or its shareholders for monetary damages for any act or omission in his capacity as a director, except to the extent otherwise expressly provided by a statute of the State of Illinois. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the corporation existing at the time of the repeal or modification.

ARTICLE X

The Company shall be bound by all the terms and provisions of the Illinois Insurance Code applicable to similar domestic companies organized or incorporated thereunder.

Approved 12/21/01
State of Illinois
Department of Insurance
by: Nat Shyr
Director of Insurance

IN WITNESS WHEREOF, the Company has caused the Articles of Reorganization to be executed in duplicate in its name by its President and its Secretary on the _____ day of September, 2001.

AMERICAN HORIZON
INSURANCE COMPANY

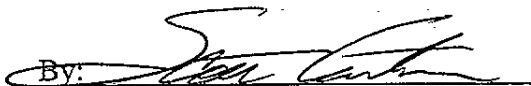
By: _____
Scott Carter
President

Attest:

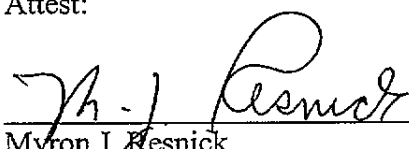
Myron J. Resnick
Secretary

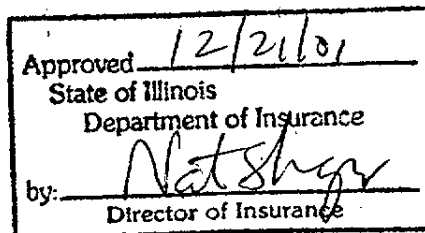
IN WITNESS WHEREOF, the Company has caused the Articles of Reorganization to be executed in duplicate in its name by its President and its Secretary on the 21st day of September, 2001.

AMERICAN HORIZON
INSURANCE COMPANY

By: 
Scott Carter
President

Attest:


Myron J. Resnick
Secretary



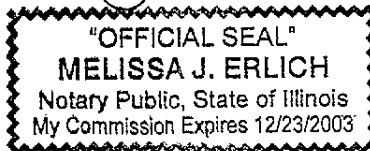
OATH AND ACKNOWLEDGMENT

STATE OF ILLINOIS)
)
COUNTY OF LAKE) SS:

I, Melissa J. Erlich, a Notary Public, do hereby certify that on the 21st day of September, 2001, Scott Carter personally appeared before me and being first duly sworn by me acknowledged that he signed the foregoing document in his capacity 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.

Melissa J. Erlich



Approved this 21st day of December A. D. 2001

Nat Shapo

Director of Insurance
Nathaniel S. Shapo