

P 94 000 60387
PROGRESSIVE

LAW DEPARTMENT
6300 WILSON MILLS RD.
MAYFIELD VILLAGE, OHIO 44143
<http://www.auto-insurance.com>
216 461-5000 • FAX 216 446-7858

December 19, 1996

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

FILED
96 DEC 27 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: NAME CHANGE OF AUTO PRO INSURANCE COMPANY TO PROGRESSIVE
AUTO PRO INSURANCE COMPANY

Dear Sir/Madam:

900002039819--5
-12/27/96--01093--004
*****96.75 *****96.75

Auto Pro Insurance Company, a Florida domestic, wishes to change its name to Progressive Auto Pro Insurance Company. I have enclosed the following information for your review.

1. Articles of Amendment approved by the Insurance Department.
2. Amended By-Laws approved by the Insurance Department
3. Draft in the amount of \$96.75.

If you need additional information please feel free to contact me at (216) 446-7784 or toll free at (800) 321-9843, extension 7784. Please send all correspondence to the attention of:

Kim Lennon
Progressive Casualty Insurance Company
6300 Wilson Mills Road
Mayfield Village, Ohio 44243

Sincerely,

PROGRESSIVE CASUALTY INSURANCE COMPANY

Kim Lennon

Kim L. Lennon
Legal Specialist

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RTH
1-8

ARTICLES OF AMENDMENT
OF

AUTO PRO INSURANCE COMPANY
(NEW NAME: PROGRESSIVE AUTO PRO INSURANCE COMPANY)

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

DEC 12 1996

Legal Division

The undersigned President and Secretary of Auto Pro Insurance Company (the "Corporation"), a Florida Corporation, hereby certify pursuant to §607.1006 of the Florida 1989 Business Corporations Act (the "Act"), the following.

- (a) The name of the corporation is Progressive Auto Pro Insurance Company.
- (b) That the Articles of Incorporation of Auto Pro Insurance Company has been amended by deleting Article I in its entirety and substituting therefor the following:

ARTICLE I. NAME

The name of the corporation shall be: PROGRESSIVE AUTO PRO INSURANCE COMPANY. The principal place of business of this corporation shall be 3802 Coconut Palm Drive, Hillsborough County, Tampa, Florida 33619.

- (c) The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.
- (d) The amendment was adopted on October 17, 1996.
- (e) The amendment was adopted by the sole shareholder of the Corporation pursuant to §607.1003(6) of the Act. The number of votes cast for the amendment by the sole shareholder was sufficient for approval.

IN WITNESS WHEREOF, the undersigned Corporation, by its duly elected President and Secretary, has hereunto set its name this 17th day of October, 1996.

SEAL

AUTO PRO INSURANCE COMPANY

By Robert J. McMillan, President

And by: David M. Schneider, Secretary

96 DEC 27 AM 9:54
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF OHIO)

COUNTY OF CUYAHOGA)

SS:

Before me, a Notary Public, in and for said County and State, personally appeared the above named Robert J. McMillan, President and David M. Schneider, Secretary of Auto Pro Insurance Company, who acknowledged that they did sign the foregoing instrument and that the same was their free act and deed individually and as such officers, and the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto signed by name this 17th day of October, 1996.



Notary Public

SEAL

KIM HAMMER
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 5/22/99
RECORDED IN LAKE COUNTY