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C T CORPORATION SYSTEM

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660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

300003092989--8  
-01/10/00--01068--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

300003092989--8  
-01/10/00--01068--009  
\*\*\*\*\*26.25 \*\*\*\*\*26.25

Progressive Auto Pro Insurance Company

FILED  
JAN 10 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

APPROVED  
INSURANCE COMMISSIONER  
AND TREASURER

ARTICLES OF AMENDMENT  
PROGRESSIVE AUTO PRO INSURANCE COMPANY

DEC 30 1999  
BY D. Hub  
Legal Division

The undersigned President and Secretary of Progressive Auto Pro Insurance Company (the "Corporation"), a Florida corporation, hereby certify, pursuant to §607.1006 of the Florida 1989 Business Corporation Act (the "Act"), that the following amendment to the Articles of Incorporation of the Corporation was approved by the sole shareholder of the corporation by unanimous written consent pursuant to and in accordance with §607.0704 of the Act on the 20th day of July, 1999:

**RESOLVED**, that ARTICLE I of the Articles of Incorporation of the Corporation is deleted in its entirety and there is substituted 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 4030 Crescent Park Drive, Building B, Riverview, Florida 33569."

The undersigned certify that the number of votes cast for the amendment by the shareholder was sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned Corporation, by its duly elected President and Secretary, has hereunto set its name this 20<sup>th</sup> day of July, 1999.

PROGRESSIVE AUTO PRO INSURANCE  
COMPANY

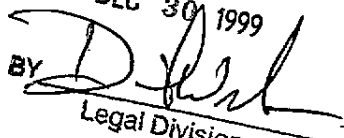
By: D. Lewis  
Daniel R. Lewis, President

And by: D. M. Schneider  
David M. Schneider, Secretary

FILED  
00 JAN 10 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PROGRESSIVE AUTO PRO INSURANCE COMPANY  
SHAREHOLDERS' RESOLUTIONS

APPROVED  
INSURANCE COMMISSIONER  
AND TREASURER

DEC 30 1999  
BY   
Legal Division

The undersigned, being the sole shareholder of Progressive Auto Pro Insurance Company (the "Corporation"), a Florida corporation, pursuant to the provisions of §607.0704 of the Florida 1989 Business Corporation Act, does hereby waive notice of and the holding of a meeting to consider, and does hereby approve, consent to and adopt the following resolutions as of the 20th day of July, 1999:

**RESOLVED**, that ARTICLE 1 of the Articles of Incorporation of the Corporation is deleted in its entirety and there is substituted 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 4030 Crescent Park Drive, Building B, Riverview, Florida 33569."

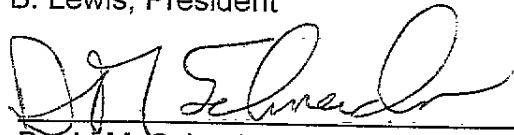
**IN WITNESS WHEREOF**, the undersigned Corporation, by its President and Secretary, respectively, has hereunto set its name.

THE PROGRESSIVE CORPORATION

By:

  
Peter B. Lewis, President

And By:

  
David M. Schneider, Secretary