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CR2E031 (1-89)

APPROVED AND THEASURES

ARTICLES OF AMENDMENT PROGRESSIVE EXPRESS INSURANCE COMPANY

The undersigned President and Secretary of Progressive Express 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 EXPRESS 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 20th day of July, 1999.

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By:	Delais	HASSEE,	JAN 10	FILE
Dar	niel R. Lewis, President	£1.0	P	0
And by:	10 M Solver	ATE RIDA	2:27	
	David M. Schneider, Secretary	/		

APPROVED AND TREASURED

PROGRESSIVE EXPRESS INSURANCE COMPANY

SHAREHOLDERS' RESOLUTIONS

DEC 36 1999

The undersigned, being the sole shareholder of Progressive Express 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 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 EXPRESS 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