

P98000092374

LIFE INSURANCE ▲ ANNUITIES  
LONG TERM CARE INSURANCE ▲ INVESTMENTS

February 22, 2002

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

RE: American Insurance Limited, Inc. Document #P98000092374

400005001574--8  
-02/25/02--01090--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

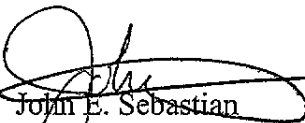
Gentleman,

We are herewith requesting a change in the name of the above-mentioned corporation—  
from American Insurance Limited, Inc. to American Financial Group Limited, Inc.

Enclosed are the documents we were advised were necessary to file a corporation name  
change: Amendment to the Articles of Incorporation; Waiver of Notice/Minutes of Board  
of Directors Authorizing said Amendment; Check for \$35.00.

Please advise us as soon as possible if we have neglected to furnish you with any  
information pertinent to processing this request.

Very truly yours,

  
John E. Sebastian

Enclosures

FILED  
02 MAR -8 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N/C

T BROWN MAR 11 2002



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 1, 2002

JOHN E. SEBASTIAN  
AMERICAN INSURANCE DESIGN  
1964 HOWELL BRANCH ROAD, SUITE 107  
WINTER PARK, FL 32792-1042

SUBJECT: AMERICAN INSURANCE LIMITED, INC.  
Ref. Number: P98000092374

We have received your document for AMERICAN INSURANCE LIMITED, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

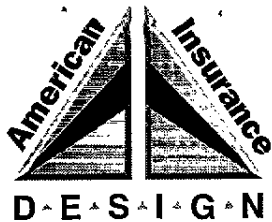
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown  
Corporate Specialist

Letter Number: 602A00012524

RECEIVED  
02 MAR - 8 AM 10:35  
DIVISION OF CORPORATIONS



LIFE INSURANCE ▲ ANNUITIES  
LONG TERM CARE INSURANCE ▲ INVESTMENTS

March 6, 2002

Division of Corporations  
Amendments  
Florida Department of State  
P. O. Box 6327  
Tallahassee, FL 32314-6327

RE: American Insurance Limited, Inc.  
P98000092374

We are re-submitting the enclosed Amendment, and other corporate documents requesting a corporation name change. These documents now note the action approval of the sole shareholder to make said name change.

We appreciate your consideration and help in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to be "John E. Sebastian". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

John E. Sebastian

Enclosures

AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
AMERICAN INSURANCE LIMITED, INC.

FILED  
02 MAR -8 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Amendment is made this 20<sup>th</sup> day of FEBRUARY, 2002 to the Articles of Incorporation of American Insurance Limited, Inc., organized and existing under the laws of the State of Florida, having its principal place of business in Winter Park, Florida.

WHEREAS, the Shareholder, Directors and Officers of American Insurance Limited, Inc. have agreed it is in the best interest of the Corporation to change the name to better reflect the purpose and the nature of the Corporation's business, and

WHEREAS, after appropriate motions duly made, seconded and adopted by affirmative vote of the Director entitled to vote, the Directors and Officers are authorized by the Shareholder to take all action and to sign all necessary documents in order to change the Corporation name.

NOW, THEREFORE, the ARTICLES OF INCORPORATION, ARTICLE I. NAME, of American Insurance Limited, Inc.

The Name of the Corporation shall be: AMERICAN FINANCIAL GROUP LIMITED, INC.

Executed as of the date first stated above.

AMERICAN INSURANCE LIMITED, INC.

By:   
PRESIDENT / DIRECTOR / SHAREHOLDER  
JOHN E. SEBASTIAN

WITNESS:

Katherine B. Massa

MINUTES OF SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF  
AMERICAN INSURANCE LIMITED, INC.

Pursuant to Waiver of Notice (copy of which is attached as Exhibit A), a Special Meeting of the Board of Directors of the above Corporation was held on February 20, 2002, at 3:00 P.M. at the Corporation's place of business. The purpose of the Meeting: TO AMEND THE ARTICLES OF INCORPORATION TO CHANGE THE CORPORATION NAME.

A quorum was declared present based on the presence of the following director and shareholder: JOHN SEBASTIAN.

The following corporate action was taken by appropriate motions duly made, seconded, and adopted by the affirmative vote of the Director entitled to vote. The officers and directors were authorized by the Shareholder to take all actions and to sign all documents reasonably needed to:

Amend the Articles of Incorporation in order to change the name of the Corporation to better reflect the purpose and the nature of the Corporation's business.

WHEREAS, the Director determined it to be in the Corporation's best interest to Amend the Articles of Incorporation, ARTICLE I. NAME, adopted October 21, 1998, in order to change the Corporation name,

THEREFORE, IT IS RESOLVED, that the Articles of Incorporation, ARTICLE I. NAME, are hereby amended, and the new name of the Corporation shall be AMERICAN FINANCIAL GROUP LIMITED, INC.

There being no further business, the meeting was duly adjourned.

AMERICAN INSURANCE LIMITED, INC.

  
Secretary

ATTEST:

Katherine B. Massa

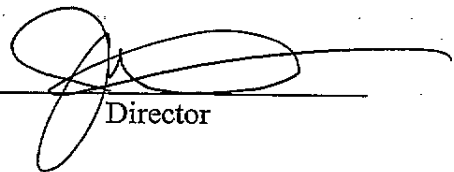
WAIVER OF NOTICE OF SPECIAL MEETING  
OF THE  
BOARD OF DIRECTORS  
OF  
AMERICAN INSURANCE LIMITED, INC.

WE, the undersigned, being all of the Directors of the Corporation, hereby agree and consent that a special meeting of the Board of Directors and Shareholder of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Directors and Shareholder present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting : Winter Park, Florida  
Date of Meeting : February 20, 2002  
Purpose of Meeting : To approve a change in the name of  
the Corporation; and any other business.

Dated: March 5, 2002

  
\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

Exhibit A