

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
May 14 1998 8:00am  
Secretary of State

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                       |                                                                                                                                                                                         |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| PROFIT CORPORATION<br>ANNUAL REPORT<br>1998                                                                                                                                                                                                                                                                                                                                                                                                                     |                       | <br>FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |  |
| DOCUMENT # 658743 (0)<br>1. Corporation Name<br>PROGRESSIVE SOUTHEASTERN INSURANCE COMPANY                                                                                                                                                                                                                                                                                                                                                                      |                       |                                                                                                                                                                                         |  |
| Principal Place of Business<br>3802 COCONUT PALM DR<br>TAMPA FL 33619<br>US                                                                                                                                                                                                                                                                                                                                                                                     |                       | Mailing Address<br>6300 WILSON MILLS RD<br>MAYFIELD VILLAGE OH 44124<br>US                                                                                                              |  |
| 2. Principal Place of Business                                                                                                                                                                                                                                                                                                                                                                                                                                  |                       | 2a. Mailing Address                                                                                                                                                                     |  |
| 21 Suite, Apt. #, etc                                                                                                                                                                                                                                                                                                                                                                                                                                           |                       | 26 3802 COCONUT PALM DR.                                                                                                                                                                |  |
| 22 City & State                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                       | 27 TAMPA FL                                                                                                                                                                             |  |
| 23 Zip                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                       | 28 33619                                                                                                                                                                                |  |
| 24 Country                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                       | 29 US                                                                                                                                                                                   |  |
| 25                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                       | 30                                                                                                                                                                                      |  |
| g. Name and Address of Current Registered Agent                                                                                                                                                                                                                                                                                                                                                                                                                 |                       | 10. Name and Address of New Registered Agent                                                                                                                                            |  |
| INSURANCE COMMISSIONER<br>THE CAPITAL BLDG.<br>TALLAHASSEE FL 32301                                                                                                                                                                                                                                                                                                                                                                                             |                       | 81 Name                                                                                                                                                                                 |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                       | 82 Street Address (P.O. Box Number is Not Acceptable)                                                                                                                                   |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                       | 83                                                                                                                                                                                      |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                       | 84 City                                                                                                                                                                                 |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                       | FL                                                                                                                                                                                      |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                       | 85 Zip Code                                                                                                                                                                             |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                       |                                                                                                                                                                                         |  |
| 11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes. |                       |                                                                                                                                                                                         |  |
| SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____                                                                                                                                                                                                                                                                                                                                                                   |                       |                                                                                                                                                                                         |  |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                      |                       |                                                                                                                                                                                         |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | PD                    | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                                                                   |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | MCMILLAN, ROBERT J.   | 1.1 TITLE                                                                                                                                                                               |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 3802 COCONUT PALM DR. | 1.2 NAME                                                                                                                                                                                |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                     | TAMPA FL              | 1.3 STREET ADDRESS                                                                                                                                                                      |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                       | 1.4 CITY-ST-ZIP                                                                                                                                                                         |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | D                     | 2.1 TITLE                                                                                                                                                                               |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | FEUERSTEIN, GARY      | 2.2 NAME                                                                                                                                                                                |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 3802 COCONUT PALM DR. | 2.3 STREET ADDRESS                                                                                                                                                                      |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                     | TAMPA FL              | 2.4 CITY-ST-ZIP                                                                                                                                                                         |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | CD                    | 3.1 TITLE                                                                                                                                                                               |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | LEWIS, PETER B.       | 3.2 NAME                                                                                                                                                                                |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 6300 WILSON MILLS RD. | 3.3 STREET ADDRESS                                                                                                                                                                      |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                     | MAYFIELD VILLAGE OH   | 3.4 CITY-ST-ZIP                                                                                                                                                                         |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | ATVP                  | 4.1 TITLE                                                                                                                                                                               |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | DOLOHONTY, JANET A    | 4.2 NAME                                                                                                                                                                                |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 6300 WILSON MILLS RD. | 4.3 STREET ADDRESS                                                                                                                                                                      |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                     | MAYFIELD VILLAGE OH   | 4.4 CITY-ST-ZIP                                                                                                                                                                         |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | SD                    | 5.1 TITLE                                                                                                                                                                               |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | SCHNEIDER, DAVID M.   | 5.2 NAME                                                                                                                                                                                |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 6300 WILSON MILLS RD. | 5.3 STREET ADDRESS                                                                                                                                                                      |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                     | MAYFIELD VILLAGE OH   | 5.4 CITY-ST-ZIP                                                                                                                                                                         |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | TD                    | 6.1 TITLE                                                                                                                                                                               |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | CHOKEL, CHARLES B     | 6.2 NAME                                                                                                                                                                                |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 6300 WILSON MILLS RD. | 6.3 STREET ADDRESS                                                                                                                                                                      |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                     | MAYFIELD VILLAGE OH   | 6.4 CITY-ST-ZIP                                                                                                                                                                         |  |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|
| 3. Date Incorporated or Qualified<br>03/11/1980                                                                                                                                                                                                                                                                                                                                                                                                                 |                                |
| 4. FEI Number<br>59-1951700                                                                                                                                                                                                                                                                                                                                                                                                                                     | Applied For<br>Not Applicable  |
| 5. Certificate of Status Desired <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                       | \$8.75 Additional Fee Required |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                 | \$5.00 May Be Added to Fees    |
| 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                    |                                |
| 10. Name and Address of New Registered Agent                                                                                                                                                                                                                                                                                                                                                                                                                    |                                |
| 81 Name                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                |
| 82 Street Address (P.O. Box Number is Not Acceptable)                                                                                                                                                                                                                                                                                                                                                                                                           |                                |
| 83                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                |
| 84 City                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                |
| FL                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                |
| 85 Zip Code                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                |
| 11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes. |                                |
| SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____                                                                                                                                                                                                                                                                                                                                                                   |                                |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | PD                             |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | MCMILLAN, ROBERT J.            |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 3802 COCONUT PALM DR.          |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                     | TAMPA FL                       |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | D                              |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | FEUERSTEIN, GARY               |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 3802 COCONUT PALM DR.          |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                     | TAMPA FL                       |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | CD                             |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | LEWIS, PETER B.                |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 6300 WILSON MILLS RD.          |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                     | MAYFIELD VILLAGE OH            |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | ATVP                           |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | DOLOHONTY, JANET A             |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 6300 WILSON MILLS RD.          |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                     | MAYFIELD VILLAGE OH            |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | SD                             |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | SCHNEIDER, DAVID M.            |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 6300 WILSON MILLS RD.          |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                     | MAYFIELD VILLAGE OH            |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | TD                             |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | CHOKEL, CHARLES B              |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 6300 WILSON MILLS RD.          |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                     | MAYFIELD VILLAGE OH            |

|                                                       |                                 |
|-------------------------------------------------------|---------------------------------|
| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                 |
| 1.1 TITLE                                             | PD                              |
| 1.2 NAME                                              | LEWIS, DANIEL R.                |
| 1.3 STREET ADDRESS                                    | 8881 N.W. 18th Terrace          |
| 1.4 CITY-ST-ZIP                                       | Miami, FL 33172                 |
| 2.1 TITLE                                             | AS                              |
| 2.2 NAME                                              | CERNY, KATHLEEN M               |
| 2.3 STREET ADDRESS                                    | 6300 WILSON MILLS RD            |
| 2.4 CITY-ST-ZIP                                       | MAYFIELD VILLAGE, OH 44143-2182 |
| 3.1 TITLE                                             |                                 |
| 3.2 NAME                                              |                                 |
| 3.3 STREET ADDRESS                                    |                                 |
| 3.4 CITY-ST-ZIP                                       | 44143-2182                      |
| 4.1 TITLE                                             |                                 |
| 4.2 NAME                                              |                                 |
| 4.3 STREET ADDRESS                                    |                                 |
| 4.4 CITY-ST-ZIP                                       | 44143-2182                      |
| 5.1 TITLE                                             |                                 |
| 5.2 NAME                                              |                                 |
| 5.3 STREET ADDRESS                                    |                                 |
| 5.4 CITY-ST-ZIP                                       | 44143-2182                      |
| 6.1 TITLE                                             | AV                              |
| 6.2 NAME                                              |                                 |
| 6.3 STREET ADDRESS                                    |                                 |
| 6.4 CITY-ST-ZIP                                       | 44143-2182                      |

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: \_\_\_\_\_

CR2E034 (10/97)