

580 Walnut Street
Cincinnati, OH 45202-3180
513.412.4925 ph
513.369.3655 fax

P26031

Stephen B. Beraha
Corporate Counsel



November 9, 2001

Amendment Section
Florida Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700004676837--3
-11/13/01--01070--007
*****43.75 *****43.75

Re: **EAGLE AMERICAN INSURANCE COMPANY
NAME CHANGE TO
GREAT AMERICAN SECURITY INSURANCE COMPANY**

Dear Sir or Madam:

Eagle American Insurance Company (the "Company"), an Ohio domiciled wholly owned subsidiary of Great American Insurance Company, is qualified to transact business as a foreign property/casualty insurer in Florida. The Ohio Department of Insurance has approved a change in the name of the Company to Great American Security Insurance Company effective August 22, 2001.

In order to effect the name change in Florida, in accordance with correspondence we received from the Florida Department of Insurance, I enclose the following:

1. Completed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. Certified copy of the Company's Amended and Restated Articles of Incorporation; and
3. A check, in the amount of \$43.75, payable to the Florida Department of State, including \$35.00 for filing fees and \$8.75 for a Certificate of Status.

If you have any questions or require anything further, please do not hesitate to contact me at the above address or by telephone at (800) 972-3008 or (513) 412-4925.

Sincerely,

NC
11-19-01
PMS

STEPHEN BERAHA

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
01 NOV 13 PM 12:22
FILED

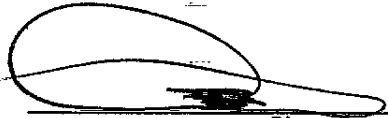
Enclosures

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Eagle American Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Ohio 3. November 30, 1989
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? August 22, 2001
5. Great American Security Insurance Company
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction
- 
Signature
- 11/9/01
Date
- Ronald C. Hayes
Typed or printed name
- Assistant Secretary
Title

FILED
01 NOV 13 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/23/2001	200123500118	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	50.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

BRICKER & ECKLER
100 S. THIRD STREET
MARIA VAN METER
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

704308

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
GREAT AMERICAN SECURITY INSURANCE COMPANY
and, that said business records show the filing and recording of:

Document(s)
DOMESTIC/AMENDED RESTATED ARTICLES

Document No(s):
200123500118



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 22nd day of August, A.D.
2001.

J. Kenneth Blackwell
Ohio Secretary of State

RECEIVED
SECRETARY OF STATE

CERTIFICATE OF AMENDED ARTICLES OF INCORPORATION
2001 AUG 22 AM 10:42

OF

CLIENT SERVICE CENTER
EAGLE AMERICAN INSURANCE COMPANY
Charter Number 704308

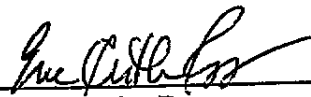
Eve Cutler Rosen, Vice President, and Ronald C. Hayes, Assistant Secretary of Eagle American Insurance Company, a corporation for profit, with its principal location at 580 Walnut Street, Cincinnati, Ohio 45202, do hereby certify that, pursuant to a Written Consent of the Sole Shareholder, Great American Insurance Company, the following resolutions were adopted:


RESOLVED: That the name of the corporation is changed to Great American Security Company;

Insurance
FURTHER RESOLVED: That the Articles of Incorporation of the Company be amended and restated in their entirety, and that the Amended and Restated Articles of Incorporation attached hereto and incorporated herein as Exhibit A are adopted in substitution of and shall supersede the existing Articles of Incorporation and amendments thereto; and

FURTHER RESOLVED: That the proper officers of the Company are hereby authorized and directed to execute any and all documents and to take any actions necessary or desirable to implement these resolutions.

IN WITNESS WHEREOF, the undersigned, acting for and on behalf of the corporation, have executed these Amended and Restated Articles of Incorporation this 22nd day of June, 2001.

By: 
Eve Cutler Rosen
Vice President

By: 
Ronald C. Hayes
Assistant Secretary

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GREAT AMERICAN SECURITY INSURANCE COMPANY
(formerly Eagle American Insurance Company)

These Articles supersede in their entirety the existing Articles of Incorporation.

FIRST. The name of the corporation is Great American Security Insurance Company.

SECOND. The duration of the corporation shall be perpetual.

THIRD. The place in the State of Ohio where its principal office is located is the City of Cincinnati, Hamilton County. The corporation shall have full power and authority to establish offices and agencies in said city and in other parts of the State of Ohio, and in other states and territories and in foreign countries.

FOURTH. The corporation is organized for the purpose of making, and it shall have the full power and authority to make and undertake, all of the kinds of insurance and reinsurance (except with respect to life insurance, contracts for the payment of annuities and title insurance) which are now or may hereafter be permitted to domestic stock fire, marine and casualty companies under the laws of the State of Ohio. The corporation shall have the power and authority to make and undertake any and all kinds of insurance and reinsurance (except with respect to life insurance, contracts for the payment of annuities and title insurance) in other states and outside the United States of America, its territories and possessions, so long as all other applicable requirements of law are met.

The foregoing statement of purpose shall not be held to limit or restrict the powers of the corporation to carry on, and the corporation shall have the power to carry on, any other business it may lawfully do.

FIFTH. The maximum number of voting common shares which the corporation is authorized to issue shall be 25,000 with a par value of \$146.00 each. The capital and surplus of the corporation shall be in the aggregate amount of not less than \$2,500,000, which aggregate shall include paid-in capital of not less than \$1,000,000 and contributed surplus of not less than \$1,000,000.



State of Ohio
Department of Insurance
2100 Stella Court Columbus, Ohio 43215-1067
(614) 644-2658 www.state.oh.us/ins

Bob Taft
Governor
J. Lee Covington II
Director

(614) 644-2640
FAX (614) 644-3742
anthony.spina@ins.state.oh.us

August 7, 2001

HEALTH & HUMAN

AUG 10 2001

Scott Myers
Assistant Attorney General
Health & Human Resources Section
Ohio Attorney General's Office
30 East Broad Street 26th Floor
Columbus, OH 43215-3428

SERVICES SECTION

Re: Amendment to Great American Insurance Companies Articles of Incorporation

Dear Scott:

Enclosed please find the originally executed Certificate of Amendment to the Articles of Incorporation of the above referenced insurance company.

Based upon my review, the Department extends its pre-clearance to the amendment which, upon filing with the Secretary of State, will change the company's name from Eagle American Insurance Company to Great American Security Company.

Thank you for your assistance in this matter.

Very truly yours,

Anthony Spina
Staff Counsel

cc: Stephen Beraha

AS/tlc



**Attorney General
Betty D. Montgomery**

August 17, 2001

The Honorable J. Kenneth Blackwell
Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43215

ATTN: Patrick Hole
Legal Department

Re: Amended Articles of Incorporation for
Eagle American Insurance Company

Dear Sir:

I have reviewed the June 22nd, 2001, Amendment to the Articles of Incorporation of Eagle American Insurance Company. I have consulted with the Ohio Department of Insurance, which has expressed its approval of the Articles in question.

Based upon my examination of these Articles and my review of the relevant statutes, I find the Articles to be in accordance with the constitution and laws of the State of Ohio and of the United States.

Sincerely,

BETTY D. MONTGOMERY
Attorney General

A handwritten signature in black ink, appearing to read "Scott Myers", written over a horizontal line.

SCOTT MYERS
Assistant Attorney General
Health and Human Services Section
30 E. Broad Street, 26th Flr.
Columbus, Ohio 43215-3428
(614) 466-8600

SM:mnw
Enclosures

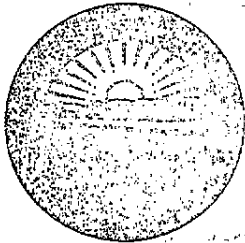
cc: Anthony Spina

704308

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, J. Kenneth Blackwell, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 5 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 24th day of August, 2001 A.D.



J. Kenneth Blackwell
J. KENNETH BLACKWELL
Secretary of State

By: J. Farrar

NOTICE: This is an official certification only when reproduced in red ink