

05-18-1999

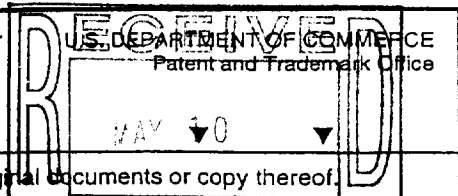


Tab settings

To the Honorable C

101039067

FORM COVER SHEET
MARKS ONLY



Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 5.10.99
Infinity Insurance Company

- Individual(s)
- General Partnership
- Corporation-State Florida
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
- Assignment
 - Security Agreement
 - Other Redomestication
 - Merger
 - Change of Name

Execution Date: _____

2. Name and address of receiving party(ies)

Name: Infinity Insurance Company

Internal Address: _____

Street Address: One Indiana Square, Suite 1800

City: Indianapolis State: IN ZIP: 46204

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Indiana
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)
74/723,232

B. Trademark Registration No.(s)

<u>1,719,604</u>	<u>1,819,182</u>	<u>1,832,894</u>
<u>1,819,181</u>	<u>1,825,437</u>	<u>2,207,683</u>
<u>1,832,425</u>	<u>1,904,628</u>	

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Price, Heneveld, Cooper, DeWitt & Litton

Internal Address: _____

Refund Ref: 05/17/1999 DNGUYEN 0000081224

CHECK Refund Total: \$120.00

Street Address: 695 Kenmoor, S.E.

P.O. Box 2567

City: Grand Rapids State: MI ZIP: 49501

05/17/1999 DNGUYEN 00000187 1719604

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41).....\$360.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:
16-2463

(Attach duplicate copy of this page if paying by deposit account)

01 FC:481
02 FC:482

40.00 DP
200.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

James A. Mitchell
Name of Person Signing

[Signature]
Signature

May 5, 1999

3 Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 001897 FRAME: 0473

19971108 24

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

To Whom these Presents Come, Greeting:

Whereas, there have been presented to me at this office Articles of Incorporation and Redomestication, in triplicate of

Infinity Insurance Company

Formerly a Florida Insurance Company;

Said Articles have been prepared and signed in accordance with

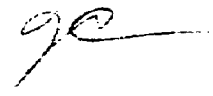
"An Act concerning Insurance, and declaring an emergency,"
approved March 8, 1935, being Chapter 162 of the Acts of 1935
and Acts amendatory thereof and supplemental thereto.

WHEREAS, such Articles have been approved by the Department of Insurance and the Attorney General of the State of Indiana as required by said Act;

WHEREAS, upon due examination I find that they conform to law;

NOW, THEREFORE, I, Sue Anne Gilroy, Secretary of State of the State of Indiana certify that I have this day endorsed my approval upon the copies of Articles so presented and, having received the fees required by law, have filed one copy of the Articles and returned the remaining copies bearing the endorsement of my approval to the corporation.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this fourteenth day of November, 1997.



1997110824
APPROVED
DEPARTMENT OF INSURANCE

**APPROVED
AND
FILED
IND. SECRETARY OF STATE**

**APPROVED
AND
FILED
IND. SECRETARY OF STATE**

**ARTICLES OF INCORPORATION AND REDOMESTICATION
OF
INFINITY INSURANCE COMPANY**

NOV 14 1997
Sally McCall
STATE OF INDIANA
INSURANCE COMMISSIONER

PREAMBLE. The undersigned Corporation desires to transfer its corporate domicile from the State of Florida to the State of Indiana pursuant to the approval of the Indiana Commissioner of Insurance under the authority of Section 27-1-6.5-1 of the Indiana Insurance Code and to be recognized as a corporation from its original date of incorporation of August 28, 1978 in the State of Florida.

On August 28, 1978, Specialty Insurance Company was incorporated in Florida. Effective September 30, 1978, Dixie Auto Insurance Company, an Alabama corporation, merged into and with Specialty Insurance Company, the surviving company, which changed its name to Dixie Insurance Company. On March 14, 1984, Dixie Insurance Company's Articles were amended and restated to change its principal place of business from Lauderhill, Broward County to Altamonte Springs, Seminole County; on January 17, 1985, its Articles were amended and restated to change its principal office to Plantation, Broward County; on April 7, 1986, its Articles were amended and restated to change its principal office to Tampa, Hillsborough County. On September 28, 1990, its Articles were amended and restated to increase its capital stock from 20,000 common shares, having a par value of \$100, to 40,000 common shares, having a par value of \$100. On January 17, 1992, its Articles were amended and restated to correct an incorrect reference to Article IV and to reinsert that the Corporation is to have perpetual existence. Effective August 1, 1992, its Articles were amended and restated to change its corporate name to Infinity Insurance Company.

RECEIVED
DIVISION OF
CORPORATION
AND
BUSINESS
REGISTRATION
NOV 11 11:23 AM '97

These Articles supersede the existing Articles of Incorporation.

FIRST. The name of the Corporation shall remain Infinity Insurance Company.

SECOND. The post office address of its principal office shall be One Indiana Square, Suite 1800, Indianapolis, Indiana 46204. Its registered agent shall be John David Hoover.

THIRD. The Corporation is formed under the Indiana Insurance Code for the primary purpose of writing any one or more of the kinds of insurance specified in Classes 2 and 3 of Indiana Insurance Code Section 27-1-5-1, as now in force or hereafter to be amended, and for any other purpose permitted under applicable law.

FOURTH. The term for which it shall continue as a Corporation shall be perpetual.

FIFTH. The Corporation shall have capital of not less than Two Million Five Hundred Thousand Dollars (\$2,500,000) and shall have authority to issue Forty Thousand (40,000) shares of common stock, having a par value of One Hundred Dollars (\$100) each.

SIXTH. As of June 30, 1997, the Corporation had Two Million Five Hundred Thousand Dollars (\$2,500,000) of paid-in capital.

SEVENTH. The plan or principle on which the business is to be conducted is:

The corporate powers of the Corporation are to be exercised by a Board of Directors. The number of Directors of the Corporation shall be not less than seven (7) nor more than twenty-one (21), such number to be fixed from time to time by resolution adopted by a vote of a majority of the Board of Directors or by the Shareholders. A quorum of Directors shall consist of a majority of Directors, except that if the entire Board consists of seven (7) members, a quorum shall be five (5) Directors. The Directors, by resolution duly adopted by them, shall have the power to appoint from time to time one or more committees from their own number, consisting of three (3) or more Directors, to exercise, when the Board is not in session, any or all of the powers of the Board which may be lawfully delegated. The annual meetings of the Shareholders and of the Board of Directors of the Corporation shall be held within five (5) months after the close of the fiscal year at the principal office of the Corporation or at such other place and at such time as the Board of Directors may designate. Any other meetings of the Shareholders or of the Board of Directors may be held within or without the State as provided in the By-Laws.

EIGHTH. The names of the current Officers and Directors, their post office addresses, and their terms of office are as follows:

DIRECTORS

<u>Name</u>	<u>Post Office Address</u>
Robert F. Amory	580 Walnut Street, Cincinnati, OH 45202
William H. Dibble	2204 Lakeshore Drive, Birmingham, AL 35209-6787
James R. Gober	580 Walnut Street, Cincinnati, OH 45202
John David Hoover	One Indiana Square, Suite 1800, Indianapolis, IN 46204
Karen Holley Horrell	580 Walnut Street, Cincinnati, OH 45202
Michael D. Krause	1300 Parkwood Circle, Atlanta, GA 30339
Carl H. Lindner III	580 Walnut Street, Cincinnati, OH 45202
S. Craig Lindner	One East Fourth Street, Cincinnati, OH 45202
Roger H. Prestridge	2204 Lakeshore Drive, Birmingham, AL 35209-6787
Eve Cutler Rosen	580 Walnut Street, Cincinnati, OH 45202

The Directors shall hold office from annual meeting to annual meeting.

OFFICERS

<u>Name</u>	<u>Office</u>	<u>Post Office Address</u>
James R. Gober	Chairman & President	2204 Lakeshore Drive Birmingham, AL 35209-6787
William H. Dibble	Vice President & Secretary	2204 Lakeshore Drive Birmingham, AL 35209-6787
Glen N. Godwin	Vice President	2204 Lakeshore Drive Birmingham, AL 35209-6787
Karen Holley Horrell	Vice President & Assistant Secretary	580 Walnut Street Cincinnati, OH 45202
William R. Kennedy	Vice President	2204 Lakeshore Drive Birmingham, AL 35209-6787
Roger H. Prestridge	Vice President & Treasurer	2204 Lakeshore Drive Birmingham, AL 35209-6787
Shelia K. Williams	Vice President	2204 Lakeshore Drive Birmingham, AL 35209-6787
Joyce M. Slawiak	Assistant Vice President	2204 Lakeshore Drive Birmingham, AL 35209-6787
Ronald C. Hayes	Assistant Secretary	580 Walnut Street Cincinnati, OH 45202
Eve Cutler Rosen	Assistant Secretary	580 Walnut Street Cincinnati, OH 45202
Robert F. Amory	Assistant Treasurer	580 Walnut Street Cincinnati, OH 45202
Vicki W. Daniell	Assistant Treasurer	2204 Lakeshore Drive Birmingham, AL 35209-6787
Robert E. Gill	Assistant Treasurer	One East Fourth Street Cincinnati, OH 45202
Thomas E. Mischell	Assistant Treasurer	One East Fourth Street Cincinnati, OH 45202
Fred J. Runk	Assistant Treasurer	One East Fourth Street Cincinnati, OH 45202

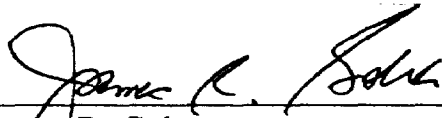
The Officers of the Corporation shall hold office at the pleasure of the Board of Directors.


NINTH. The By-Laws may be amended, repealed or adopted by vote of the holders of the shares at the time entitled to vote in the election of any Directors, and by the Board of Directors, except that the Board of Directors shall not have power to adopt any By-Laws, or expand the authorization conferred by any By-Laws which by statute only the Shareholders have power to so adopt or expand, Any By-Laws adopted by the Board of Directors may be amended or repealed by Shareholders entitled to vote thereon as herein provided; and any By-Laws adopted by the Incorporators or the Shareholders may be amended or repealed by the Board of Directors,

except as limited by statute as above provided, and except when the Shareholders have expressly provided otherwise with respect to any particular By-Law or By-Laws.

If any By-Law pertaining to an impending election of Directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of Shareholders for the election of Directors the By-Law adopted, amended or repealed, together with a concise statement of changes; provided that notice of any proposed rescission, amendment or alteration of the By-Laws shall have been submitted to the Board in writing at the preceding regular meeting or included in the notice, or waiver of notice, of the meeting at which such rescission, amendment or alteration is effected.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation and Redomestication this 28th day of July, 1997.


James R. Gober
President

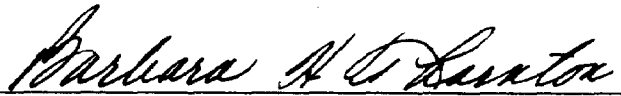

William H. Dibble
Secretary

ACKNOWLEDGMENT

STATE OF ALABAMA)
) SS:
COUNTY OF JEFFERSON)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in this State and County aforesaid to take acknowledgements, personally appeared James R. Gober and William H. Dibble, well known to me to be the two persons described in and who executed the foregoing document freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid, this 28th day of July, 1997.


Notary Public

My Commission Expires: 5/21/99



STATE OF INDIANA
OFFICE OF THE ATTORNEY GENERAL

INDIANA GOVERNMENT CENTER SOUTH, FIFTH FLOOR
402 WEST WASHINGTON STREET • INDIANAPOLIS, IN 46204-2770

JEFFREY A. MODISETT
ATTORNEY GENERAL

TELEPHONE (317) 232-6261

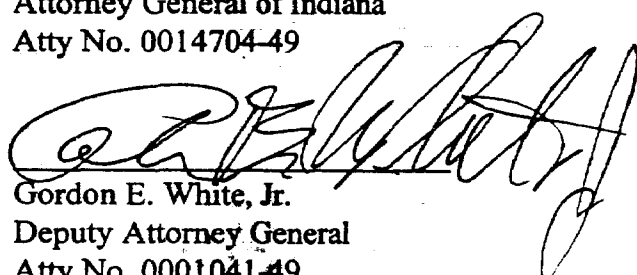
November 14, 1997

CERTIFICATION

I have examined the Articles of Incorporation and Redomestication of Infinity Insurance Company, and I certify that they conform to the provisions of the Indiana Insurance Law and are not inconsistent with the State and Federal Constitutions.

Respectfully submitted,

JEFFREY A. MODISETT
Attorney General of Indiana
Atty No. 0014704-49


Gordon E. White, Jr.
Deputy Attorney General
Atty No. 0001041-49

160566



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STATE OF INDIANA
Office of the Secretary of State



I hereby certify that this is a true and complete copy of the
Sup (10) page document(s)
as filed in this office.

DATED 4-9, 1999

Lee Anne Kilroy
Secretary of State

By Julie Andrews
This Certification Stamp replaces our previous Certification
System.