

800200

The Travelers Indemnity Company
The Aetna Casualty and Surety Company
Members of *TravelersGroup*

Travelers Insurance
One Tower Square
Hartford, CT 06183

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The Travelers Indemnity Company
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VIA AIRBORNE

May 8, 1997

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

700002174097--5
-05/09/97--01149--001
****262.50 *****43.75

Re: The Aetna Casualty and Surety Company - NAIC No. 19038
Aetna Casualty & Surety Company of Illinois - NAIC No. 19046
Aetna Casualty & Surety Company of America - NAIC No. 31194
Aetna Commercial Insurance Company - NAIC No. 36137
Aetna Casualty Company of Connecticut - NAIC No. 36170
Aetna Insurance Company - NAIC No. 36161

Dear Sir/Madam:

Effective July 1, 1997, each of the above-referenced companies will change their names as follows:

The Aetna Casualty and Surety Company will become
Travelers Casualty and Surety Company

Aetna Casualty & Surety Company of Illinois will become
Travelers Casualty and Surety Company of Illinois

Aetna Casualty & Surety Company of America will become
Travelers Casualty and Surety Company of America

Aetna Commercial Insurance Company will become
Travelers Commercial Insurance Company

Aetna Casualty Company of Connecticut will become
Travelers Casualty Company of Connecticut

SH 5/15 NC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY -9 PM 1:36

FILED

Florida Department of State
Amendment Section
Division of Corporations
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Page 2

Aetna Insurance Company will become
Travelers Property Casualty Insurance Company

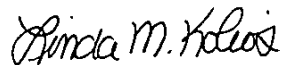
In connection with the name changes, please find enclosed the following documents for each entity:

1. Profit Corporation Application
2. Executed Articles of Amendment to Articles of Incorporation
3. Original Good Standings from states of domicile
4. Check in the amount of \$262.50 (\$35.00 filing fee as well as \$8.75 for a certificate of status for each entity)

Would you please forward to my attention amended Certificates of Status in the new names of each entity.

Should you have any questions, please feel free to contact me. Thank you for your assistance with this matter.

Very truly yours,



Linda M. Kolios

Enclosures

PROFIT CORPORATION

EFFECTIVE DATE

7-1-97

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

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97 MAY -9 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I

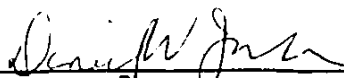
(1-3 must be completed)

1. The Aetna Casualty and Surety Company
Name of corporation as it appears on the records of the Department of State.
2. Connecticut
Incorporated under laws of
3. 10/07/1910
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? To be effective July 1, 1997
5. Travelers Casualty and Surety 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

Daniel W. Jackson
Typed or printed name

May 8, 1997
Date

Assistant Secretary
Title

Office of the Secretary of the State of Connecticut

I, the Secretary of the State of Connecticut, and keeper of the seal thereof,
DO HEREBY CERTIFY, that

FARMINGTON VALLEY INSURANCE COMPANY

a STOCK corporation under the Connecticut General Statutes was filed in this office on
September 9, 1964. The following comprises a list of amendments changing the name of the
corporation filed in this office as of the date of this certificate:

AMENDMENTS CHANGING THE NAME TO

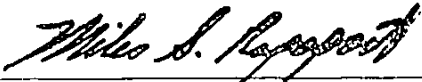
THE AETNA CASUALTY AND SURETY COMPANY

File Date: December 29, 1964

TRAVELERS CASUALTY AND SURETY COMPANY

File Date: April 18, 1997

Insofar as the records of this office reveal, the corporaiton is in existence.



Secretary of the State

Date issued: April 28, 1997



STATE OF CONNECTICUT

INSURANCE DEPARTMENT

FILING #0001711678 PG 01 OF 08 VOL B-00120
FILED 04/18/1997 03:00 PM PAGE 03106
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that effective July 1, 1997, The Aetna Casualty and Surety Company is approved to amend **Section 1** of its Charter to change the Company's name to:

Travelers Casualty and Surety Company

Further, it is acknowledged that the restated Charter has been filed with the Department.

Witness my hand and official seal, at HARTFORD,

this 18th day of April, 1997

A handwritten signature in cursive script that reads "George M. Fenton, Jr." with a flourish at the end.

Insurance Commissioner

CERTIFICATE OF AMENDMENT

STOCK CORPORATION

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 /new/1-97

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FILING #0001711678 PG 02 OF 08 VOL B-00120
FILED 04/18/1997 03:00 PM PAGE 03107
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

NAME OF CORPORATION:

The Aetna Casualty and Surety Company

THE CERTIFICATE OF INCORPORATION IS (check A., B. or C.):

- A. AMENDED.
- B. AMENDED AND RESTATED.
- C. RESTATED.

TEXT OF EACH AMENDMENT / RESTATEMENT:

See attached

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FILED 04/18/1997 03:00 PM PAGE 03108
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (check A., B. or C.)

A. The resolution was approved by shareholders as follows:

(set forth all voting information required by Conn. Gen. Stat. section 33-800 as amended in the space provided below)

- The amount of authorized capital stock of the corporation is 1,000 shares of common stock.
- The number of outstanding shares is 1,000.
- The number of votes entitled to be cast by the only voting group entitled to vote separately on the amendment and restatement is 1,000.
- 1,000 votes of the sole voting group were represented by consent action.
- The number of votes cast for the amendment and restatement were 1,000. The number of votes cast against were 0.
- The number of votes cast for the amendment and restatement by the sole voting group was sufficient for approval by that voting group.

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B. The amendment was adopted by the board of directors without shareholder action. No shareholder vote was required for adoption.

C. The amendment was adopted by the incorporators without shareholder action. No shareholder vote was required for adoption.

5. EXECUTION

Dated this 18th day of April, 19 97

Paul H. Eddy

Assistant Secretary

Paul H. Eddy
Signature

Print or type name of signatory

Capacity of signatory

Signature

CHARTER
OF
TRAVELERS CASUALTY AND SURETY COMPANY

TO BE EFFECTIVE AS OF JULY 1, 1997

Section 1. The name of the corporation is Travelers Casualty and Surety Company.

Section 2. The business purposes and powers of said corporation shall be as follows:

A. To conduct and carry on the business of fire, marine, inland marine, surety, title and casualty insurance in the State of Connecticut and other jurisdictions.

B. In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

C. In addition to the rights, powers, privileges and franchises referred to in A. and B. above, and the powers granted to all corporations in the Business Corporation Act of the State of Connecticut, as the same may be amended from time to time, the corporation shall have the power:

1. To make insurance and execute bonds in behalf of, and in favor of, any person, firm, corporation, governmental body or other entity, including, without limitation, the power:

(a) to insure against loss of life or bodily injury by reason of accident, or against loss by reason of disease;

(b) to insure against loss or damage on account of bodily injury or death, by accident, or otherwise, of any person, for which loss or damage any person, firm, corporation, governmental body or other entity may be responsible, and to render service in the prevention of accidents, and in the adjustment of claims for loss or damage;

(c) to issue policies of insurance or bonds guaranteeing the fidelity of persons in positions of trust, public or private; to guarantee also the performance of contract and other obligations, and execute or guarantee bonds and undertakings, required or permitted in all actions or proceedings at law or otherwise, where bonds and undertakings are or may be required; and to insure or indemnify any person, firm, corporation, governmental body or other entity against the loss of negotiable paper, bonds, securities, deeds, documents and money;

(d) to insure against loss or damage by burglary, robbery or theft;

- (e) to insure against loss or damage arising or resulting from damage to or breakage of glass;
- (f) to insure against loss or damage to goods or premises by water, steam, gas, electricity, oils, chemicals or any similar substance arising or resulting from the breakage or leakage or sprinklers, pipes, tanks or other fixtures or equipment, and against damage to sprinklers, pipes or other fixtures or equipment;
- (g) to insure against loss or damage to persons or property arising or resulting from the maintenance, use or operation of elevators, boilers, motors, engines, machinery, pipes, tanks or other mechanical equipment, and to make inspection of and issue certificates of inspection upon elevators, boilers, motors, engines, machinery, pipes, tanks, or other mechanical equipment;
- (h) to insure against loss or damage to automobiles or other vehicles, including equipment and property thereon, resulting from accidents, including mechanical breakdown or defects in construction or material, and against loss or damage arising or resulting from injury to or destruction of property due to the ownership, maintenance or use of automobiles or other vehicles, including collision of an automobile or other vehicle with any other vehicle or object;
- (i) to examine titles or real and personal property, furnish information relative thereto, and insure owners and others interested therein against loss by reason of incumbrances or defective title;
- (j) to carry on the business commonly known as credit insurance, or guarantee, either by agreeing to purchase uncollectible debts, or otherwise to insure against loss or damage from the failure of persons indebted to the assured to meet their liabilities;
- (k) to insure against loss of use and occupancy; against loss or profits; and against any other loss resulting from destruction of or damage to property by fire, water, explosion or other calamity;
- (l) to reinsure any risk with any other company and to carry on a reinsurance business, and to make reinsurance on insurance risks of every kind undertaken by other insurance companies, associations, corporations, or persons, and in so doing may cooperate with other companies, associations, corporations, or persons; and to make contracts or treaties upon all conditions connected with the reinsurance business; and
- (m) to insure or guarantee against loss or damage, direct or indirect, resulting from any other cause, casualty or other insurable risk.

D. By virtue of the merger of The Aetna Casualty and Surety Company, (the predecessor of this corporation) with The Automobile Insurance Company of Hartford, Connecticut, dated August 26, 1955, the corporation is possessed of all of the rights, licenses, privileges, powers, purposes and franchises possessed by The Automobile Insurance Company of Hartford, Connecticut as of that date, as follows:

1. Said corporation may make insurance and reinsurance against :

(a) loss or damage by fire, lightening, cyclone, tornado, wind, or hailstorms, to property of every description, real, personal, and mixed, including automobiles, aeroplanes, and other vehicles;

(b) loss or damage through marine disaster, and against the hazards of inland navigation and transportation, to property of every description, including automobiles, aeroplanes, and other vehicles;

(c) loss or damage to property of every description, whether owned by the assured or other parties, resulting from accidents to or caused directly or indirectly by automobiles, aeroplanes, or other vehicles, their equipment or other property carried thereon or incident thereto, including collision or explosion occurring to such automobiles, aeroplanes, or other vehicles;

(d) loss or damage to automobiles, aeroplanes, or other vehicles, including all equipment of other property carried thereon or incident thereto, caused by burglary, theft, robbery, or pilferage;

(e) loss or damage to property of every description by water or steam arising from the breakage or leakage of sprinklers and sprinkler systems and water or steam pipes, including any other accidental discharge or influx of water or steam;

(f) loss of use and occupancy, loss of profits, and any other consequential loss, resulting from destruction of or damage to property by fire, water, explosion, or other casualty or calamity.

2. Said corporation may:

(a) in connection with marine, inland marine or transportation insurance on property, also insure and reinsure any risk whether to person or to property, including liability for loss or damage to either arising out of the construction, repair, operation, maintenance or use of the subject matter of such primary insurance;

(b) in addition to the powers herein or heretofore conferred, issue all of the kinds of insurance which any fire or marine insurance company is now or may hereafter be authorized to issue under any general law of this state and in any other state or territory of

the United States or foreign country, the corporation may issue in such state, territory or foreign country any kinds of insurance which any fire or marine insurance company may be authorized to transact therein by the laws of such state, territory or country;

(c) in addition to such other powers as it may have under this charter, make insurances against intentional or other damage to or loss of property of any kind, real or personal, and, said corporation is generally authorized to become principal, surety, indemnitor, endorser or otherwise bind itself on, or upon, any bond, recognizance, undertaking, guaranty, contract of indemnity, agreement or writing obligatory in the nature thereof, and on or upon every obligation whatsoever, and to insure persons or corporations against any other casualty or risk which may lawfully be the subject of liability, casualty, accident, health, fidelity, indemnity or surety business;

(d) in addition to the powers conferred upon it by any general or special law of this state, make insurances in any other state, territory, jurisdiction or foreign country against any or all of the above-named risks or hazards and against any or all risks and hazards which may be lawfully assumed in connection with policies granting insurances against any of the above named risks or hazards, under any general law of this state or any law of any other state, territory, jurisdiction or foreign country; and

(e) make reinsurances of any risks or hazard taken by it or offered to it on any risk taken by any fire or marine or casualty or indemnity insurance company or reinsurance company

E. To preserve all the powers which heretofore existed in said corporation.

Section 3. The amount of capital stock of the corporation hereby authorized is one thousand (1,000) shares, \$25,000 par value per share, which stock shall all be common stock.

Section 4. The personal liability to the corporation or its shareholders of a person who is or was a director of the corporation for monetary damages for breach of duty as a director shall be limited to the amount of the compensation received by the director for serving the corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, as defined in of Section 33-840(2) of the Connecticut Business Corporation Act as in effect on the effective date hereof or as it may be amended from time to time, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation, or (e) create liability under Section 33-757 of the Connecticut Business Corporation Act as in effect on the effective date hereof or as it may be amended from time to time. This Section 4 shall not limit or preclude the liability of a person who is or was a director for any act or omission occurring prior to the effective date hereof on the date of filing of a Certificate of Amendment amending the Charter of the corporation with the Secretary of the State of the State of

Connecticut. The personal liability of a person who is or was a director to the corporation or its shareholders for breach of duty as a director shall further be limited to the full extent allowed by the Connecticut Business Corporation Act as it may be amended from time to time. Any lawful repeal or modification of this Section 4 or the adoption of any provision inconsistent herewith by the Board of Directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect any limitation of liability, right or protection existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

SECRETARY OF THE STATE

THIS CERTIFICATE IS HEREBY CERTIFIED THAT

the within and foregoing is a true and correct copy of the original as the same appears in the files of the Secretary of the State

this 25th day of April 1997

Miles S. Lippard
SECRETARY OF THE STATE BV