

Kemper

1 Kemper Drive
Long Grove, IL 60049-0001
847/320-2000

805183

VIA FEDERAL EXPRESS

September 15, 1999

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

600002989196--1
-09/16/99-01066-003
*****35.00 *****35.00

RE: **NAME CHANGE FROM CALVERT INSURANCE COMPANY
TO SPECIALTY NATIONAL INSURANCE COMPANY**

FILED
99 SEP 16 AM 9:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

To Whom It May Concern:

I have enclosed Calvert Insurance Company's Application by a Foreign Profit Corporation to
File an Amendment, signed by the appropriate officer, and a check in the amount of \$35.00
for the filing fee.

By way of background, Lumbermens Mutual Casualty Company ("Kemper") acquired Calvert
on August 11, 1999 and changed its name to Specialty National Insurance Company. That
change was recorded in Calvert's state of domicile, Pennsylvania, on August 31, 1999.

To support the name change, I have enclosed a Certified copy of Pennsylvania's approval of
the name, and a certified copy of the Amended and Restated Articles of incorporation signed
by appropriate officers.

We would appreciate your prompt help with this application.

Sincerely,



D. Drue Wax
Counsel
Corporate Legal, C-3

DDW:ljs
Enclosures

N/C
US 9/22

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)

99 SEP 16 AM 11:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Calvert Insurance Company
Name of corporation as it appears on the records of the Department of State.

2. Pennsylvania
Incorporated under laws of

3. 3/11/40
~~9/11/91~~
Date authorized to do business in Florida

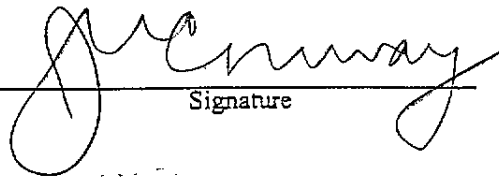
SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 8/31/99

5. Specialty National 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

9/10/99
Date

John K. Conway
Typed or printed name

Corporate Secretary
Title

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

SEPTEMBER 02, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

SPECIALTY NATIONAL INSURANCE COMPANY

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment restating the Articles of Incorporation in their entirety

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Kim Pizzingrilli

Secretary of the Commonwealth

DPOS

AUG 31 1999

Microfilm Number _____ Filed with the Department of State on _____

Entity Number 72174

Kim D. ...
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Calvert Insurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 121 S. Broad Street, Philadelphia, PA 19106 Philadelphia
Number and Street City State Zip County

(b) c/o: N/A
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: The Insurance Company Law of 1921, as amended, (40 P.S. § 381 et. seq.)

4. The date of its incorporation is: April 6, 1925

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

N/A

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

99 AUG 31 PM 3: 50

PA DEPT OF STATE

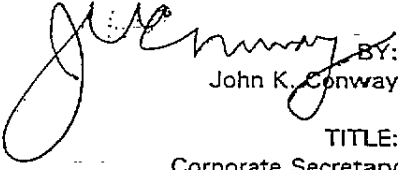
THIS IS A TRUE COPY OF
THE ORIGINAL SIGNED
DOCUMENT FILED WITH
THE DEPARTMENT OF STATE.

8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 11 day of August, 1999.

Calvert Insurance Company
(Name of Corporation)


BY:
John K. Conway
TITLE:
Corporate Secretary

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

(as of August 11, 1999)

CALVERT INSURANCE COMPANY

A Pennsylvania Corporation,

Incorporated on April 6, 1925

**Pursuant to Subchapter B. Amendments of Articles,
the Business Corporation Law of 1988, as amended
(15 Pa.C.S.A. §1911 et seq.) and
Section 204 of the GAA Amendments
Act of 1990 (15 P.S. §21204)
of the Commonwealth of Pennsylvania**

The undersigned, William D. Smith and John K. Conway, are Chief Executive Officer and Secretary, respectively, of Calvert Insurance Company (the "Company"), a corporation organized and existing under the laws of the Commonwealth of Pennsylvania. The Company's Articles of Agreement were initially filed in the Office of the Secretary of State, Corporation Bureau of the Commonwealth of Pennsylvania in Charter Book No. 204, Page 407 on March 26, 1925; and recorded in the Register and Recorder's Offices in and for the County of Philadelphia in Charter Book No. 88, Page 588 on April 6, 1925.

The undersigned, as President and Secretary, respectively, of the Company, do hereby certify that: (a) by a unanimous vote of the Directors of the Company on August 11, 1999, the Board of Directors duly adopted a Resolution pursuant to 15 Pa.C.S.A. §1912, (a) proposing these Amended and Restated Articles of Agreement which amend the First paragraph of its current Articles of Agreement by changing the Company's name from Calvert Insurance Company to Specialty National Insurance Company and which also amend the Fourth paragraph of its current Articles of Agreement by establishing its registered office at 31st Floor, 1717 Arch Street, Philadelphia, PA 19103 ; and (b) Lumbermens Mutual Casualty Company, the sole shareholder of the Company duly approved these Amended and Restated Articles of Agreement pursuant to 15 Pa.C.S.A. §1914 (a) and (b) on August 11, 1999.

EXHIBIT A

AMENDED AND RESTATED CHARTER

(as of August 11, 1999)

OF

CALVERT INSURANCE COMPANY

FIRST. The name by which the Company shall be known is "Specialty National Insurance Company".

SECOND. The class of insurance for which the Company is constituted is Subdivision (b), Paragraphs (1),(2)&(3) as provided for in Section 202 of The Insurance Company law of 1921, the Act of May 17, 1921, P.L. 682, as amended, (40 P.S. §382); to wit:

For making insurances -

- (1) On dwelling houses, stores, and all kinds of buildings, and household furniture and other property,--against loss or damage, including loss of use or occupancy, by fire, smoke, smudge, lightning, and explosion, whether fire ensue or not, and by tornadoes, cyclones, windstorms, earthquakes, hail, frost, sleet, snow, or flood; against loss or damage by water to any goods or premises, arising from the breakage or leakage of sprinklers, pumps, or other apparatus erected for extinguishing fires, and of water pipes; against accidental injury to such sprinklers, pumps, or other apparatus; against loss or damage caused by the caving in of the surface of the earth above coal mines; against perils to property arising from the ownership or maintenance or from the use of aircraft, automobiles, or other motor vehicles; against loss or damage caused by bombardment, invasion, insurrection, riot, civil war, or commotion, and military or usurped power; and against damage to property as specified in this paragraph by any or all risks not herein specifically designated; and to effect reinsurance of any risk provided for in this clause.

- (1) Upon vessels, boats, cargoes, goods, personal property, merchandise, freight and other property,--against loss or damage by all or any of the risks of

lake, river, canal, and inland navigation and transportation, including all personal property floater risks; upon automobiles, airplanes, seaplanes, dirigibles, or other aircraft, whether stationary or in operation or in transit, against loss or damage by fire, explosion, transportation, collision, or by burglary, larceny, or theft; not including, in any case, insurances against loss by reason of bodily injury to the person; and to effect reinsurance of any risk provided for in this clause.

- (1) Upon vessels, freight, goods, wares, merchandise, specie, bullion, jewels, profits, commissions, bank notes, bills of exchange, and other evidence of debt, bottomry and respondentia interests, and every insurance appertaining to or connected with marine risks, and risks of transportation and navigation; and to effect reinsurance of any risk provided for in this clause.

and;

The class of insurance for which the Company is constituted shall also include Subdivision (c), Paragraph (1),(2),(3),(4),(5),(6),(7),(8),(9),(10),(11),(12),(13)&(14), as provided for in Section 202 of The Insurance Company law of 1921, the Act of May 17, 1921, P.L. 682, as amended, (40 P.S. §382); to wit:

For making insurances -

- (1) Guaranteeing the fidelity of persons holding places of public or private trust; guaranteeing the performance of contracts, other than insurance policies; guaranteeing the performance of insurance contracts, where surety bonds are accepted from insurance companies by States or municipalities in lieu of actual deposits; executing or guaranteeing bonds and undertakings required or permitted in all actions or proceedings or by law allowed; and indemnifying banks, bankers, brokers, financial or moneyed associations, or financial or moneyed corporations, against the loss of any bills of exchange, notes, drafts, acceptances of drafts, bonds, securities, evidences of debt, deeds, mortgages, warehouse receipts, bills of lading, documents, currency, money, gold, platinum, silver, and other precious metals, refined or unrefined, and articles made therefrom, jewelry, watches, necklaces, bracelets, gems, precious and semiprecious stones, and also against loss resulting from damage, except by fire, to the insured's premises, furnishings, fixtures, equipment, safes and vaults therein, caused by burglary, robbery, holdup, theft, or larceny, or attempt thereat, except against loss caused by marine risks or risks of transportation or navigation: Provided, however, That indemnification against the loss of such property may include loss occurring during transportation

by an armored motor vehicle accompanied by one or more armed guards. Also guaranteeing any Federal Land Bank against loss by reason of defective title or incumbrances on real property on which any such Federal Land Bank may make a loan secured by a mortgage.

- (1) To insure against injury, disablement, or death resulting from traveling or general accident, and against disablement resulting from sickness, and every insurance appertaining thereto, including a funeral benefit to an amount not exceeding one hundred dollars.
- (1) To insure against loss of, and damage to, glass, including lettering and ornamentation thereon, and the frame in which the glass is set, resulting from breakage of the insured glass.
- (1) To insure any one against loss or damage resulting from accident to, or injury, fatal or non-fatal, suffered by any person for which the person insured is liable; to insure against medical, hospital, surgical and funeral expenses incurred by or on behalf of the persons accidentally injured, including the person insured; to insure against loss or damage to property caused by horses, or by any vehicle drawn by animal power, for which loss or damage the person insured is liable; and to insure against loss or damage to property, for which loss or damage the person insured is liable, but not including any kind of property damage insurance specified in other paragraphs of this section. Nothing in this paragraph shall apply to any kind of insurance against loss or damage resulting from the ownership, maintenance or use of a motor vehicle. Further, nothing contained in this paragraph shall apply to any kind of workmen's compensation insurance against loss or damage resulting from accident to, or injury, fatal or non-fatal, suffered by an employee for which the person insured is liable or against medical, hospital, surgical and funeral expenses incurred by or on behalf of the employee accidentally injured as provided for in clause (14), subdivision (c) of section 202.
- (1) To insure steam boilers, and pipes, flywheels, engines, and machinery connected therewith or operated thereby, against loss caused by explosion or accident; and against loss of or damage to life, person, or property resulting therefrom; and against loss of use and occupancy caused thereby; and to make inspection of, and issue certificates of inspection upon, such boilers, pipes, flywheels, engines, and machinery.

- (1) To insure against loss or damage by burglary, larceny, theft, robbery, forgery, fraud, vandalism or malicious mischief (or any one or more of such hazards), and to insure against any and all kinds of loss or destruction of, or damage to, moneys, securities, currencies, scrip, coins, bullion, bonds, notes, drafts, acceptance drafts, bills of exchange, and other valuable papers or documents, except while in the custody or possession of, and being transported by, a carrier for hire or in the mail, and against loss or damage to automobiles and aircraft by burglary, larceny or theft, vandalism or malicious mischief, confiscation or wrongful conversion, disposal or concealment, whether held under conditional sale contract or subject to chattel mortgages, or otherwise, or any one or more of such hazards.
- (2) To carry on the business of credit insurance or guaranty, either by agreeing to purchase uncollectible debts or otherwise; and to insure against loss or damage from the failure of persons indebted to the insured to meet their liabilities.
- (1) To insure any goods or premises against loss or damage by water or other fluid, caused by the breakage or leakage of sprinklers, pumps, or other apparatus erected for extinguishing fires, or of other conduits or containers, or of water pipes, or caused by casual water entering through leaks or openings in buildings; and against accidental injury, from causes other than fire or lightning, to such sprinklers, pumps, water pipes, conduits, containers, or other apparatus; and against damage from use or occupancy of premises by reason of such loss or damage.
- (1) To insure against loss or damage to elevators or other property, except loss or damage by fire, caused by the maintenance, operation, or use of elevators and machinery; loss or legal liability for damage to property resulting from such operation, maintenance, or use of elevators.
- (1) To insure horses, cattle, and other live stock.
- (1) To insure against loss or damage to motor vehicles and airplanes, seaplanes, dirigibles, or other aircraft (except loss or damage by fire or while being transported in any conveyance by land or water), including loss by legal liability for damage to property resulting from the maintenance and use of motor vehicles and airplanes, seaplanes, dirigibles, or other aircraft, to insure anyone

against loss or damage resulting from accident to, or injury, fatal or non-fatal, suffered by another person, for which the person insured is liable resulting from the ownership, maintenance or use of a motor vehicle, to insure against medical, hospital, surgical and funeral expenses incurred by or on behalf of the persons accidentally injured as a result of the ownership, maintenance or use of a motor vehicle, including the person insured, and in the case of motor vehicle liability insurance, including also an obligation of the insurer to pay disability benefits to injured persons and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, irrespective of the legal liability of the insured when such insurance is issued with and supplemental to such liability insurance.

- (1) To insure against loss or damage to machinery, pumps, transporting, hoisting and ventilating apparatus, and equipment of mines while located underground, and loss or damage to underground passageways, gangways, airways, drifts, slopes, shafts, overcasts, and stoppings in the mines:

Provided, however, That the Company shall not expose itself to any loss or hazard on any one risk authorized by this paragraph in an amount exceeding ten per centum of its capital and surplus, unless it shall be protected in excess of that amount by reinsurance.

- (1) To insure by means of an all-risk type of policy, commonly known as "The Personal Property Floater Policy," against all risks of loss of or damage to personal property owned by any individual other than merchandise, motor vehicles, aircraft, water-craft (excepting canoes, rowboats, sailboats less than twenty-one feet in length and outboard motor boats), or, personal property, pertaining to the business, trade or profession of the insured (excepting professional books, instruments and other professional equipment owned by the insured).
- (1) To insure against loss or damage resulting from accident to, or injury, fatal or non-fatal, suffered by an employee for which the person insured is liable and to insure against medical, hospital, surgical and funeral expenses incurred by or on behalf of the employee accidentally injured, including the person insured.

THIRD. The plan or principle on which the business is to be conducted is the joint stock plan or principle.

FOURTH. The place in which the Company is to be established or located is Philadelphia County, Pennsylvania; and the registered address of the Company is 31st Floor, 1717 Arch Street, Philadelphia, PA 19103.

FIFTH. The Company is a for-profit insurance corporation existing under Section 3101 of the Business Corporation Law of 1988, the Associations Code, the Act of December 19, 1990, P.L. 834, No. 198 (15 Pa. C.S.A. §3101); and the aggregate number of shares which the Company shall have authority to issue is Twenty-Five Thousand (25,000) shares of Common Stock, par value of One Hundred Fifty (\$150.00) Dollars per share, and the stated capital of the Company shall be Three Million Seven Hundred Fifty Thousand and no/100 (\$3,750,000.00) Dollars.

SIXTH. The general objects of the Company are to make insurance on the Joint Stock Principle against loss as provided in Subdivision (b), Paragraphs (1),(2)&(3); and Subdivision (c), Paragraphs (1),(2),(3),(4),(5),(6),(7),(8),(9),(10),(11),(12),(13)&(14), Section 202 of the above recited Act.

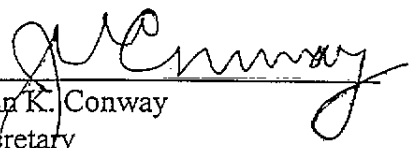
SEVENTH. The proposed duration of the Company is perpetual.

EIGHTH. The powers which the Company proposes to have and exercise are: To have succession as hereinbefore provided; to adopt and have a common seal; and the same to alter at pleasure; to sue and be sued; and, in general, to exercise the powers of a corporate body, and make such contracts as may be necessary to carry out the objects of insurance specified herein; to purchase or lease such real estate as may be necessary for a place of business, and for the security of investments; and to adopt such by-laws as may from time to time be deemed necessary.

NINTH. It is understood and agreed that this instrument shall be executed in two (2) exact counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall, together, constitute but one and the same instrument.

IN WITNESS WHEREOF, The Company has caused its corporate seal to be affixed hereto and these Amended and Restated Articles of Incorporation to be signed by its President and attested by its Secretary this 11 day of August, 1999

ATTEST:



John K. Conway
Secretary



William D. Smith
Chief Executive Officer

[Corporate Seal]