

CGU

811284

CGU Corporate Offices
One Beacon Street
Boston, MA 02108-3100

Fax: (617) 725-6702

September 23, 1999

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/28/99--01022--001
*****35.00 *****35.00

RE: Company Name Change from "General Accident Insurance Company of America"
To "CGU Insurance Company", NAIC #21970

Company Name Change from "Pennsylvania General Insurance Company" to
"General Accident Insurance Company", NAIC #21962

Dear Madam or Sir,

I have enclosed the following documents in order to effectuate the name changes as shown above

- Applications for Amendment
- Original Certificates of Authorization for state of domicile
- Two check in the amount of \$35.00 each to cover the required fees

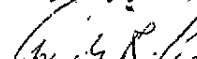
- * My return address and phone number is as follows:

Ms. Andrea Crowe, B17-12
CGU Corporation
One Beacon Street
Boston, MA 02108

Phone: 617-725-7227

I will be looking forward to receiving the Certificate of Status in order that I may complete this name change with the Florida Insurance Dept. If you have any questions, please call me.

Very truly yours,


Andrea R. Crowe
Paralegal
(617) 725-7227

Enclosures

N/C

V. SHEPARD OCT 5 1999

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)

FILED
99 SEP 28 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. General Accident Insurance Company of America
Name of corporation as it appears on the records of the Department of State.
2. Pennsylvania 3. 8/25/99
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 25, 1999
5. CGU 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.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction

Dennis R. Smith
Signature

9-23-99
Date

Dennis R. Smith
Typed or printed name

Secretary
Title

Commonwealth of Pennsylvania



INSURANCE DEPARTMENT

I, M. Diane Koken, Insurance Commissioner of the Commonwealth of Pennsylvania, do hereby certify that the

attached is a full, true and correct copy of the
Articles of Amendment Re: Name Change of GENERAL ACCIDENT
INSURANCE COMPANY OF AMERICA to CGU INSURANCE COMPANY, as the same
appears of record and remains on file with this Department.

In Witness Whereof, I have hereunto set
my hand, and affixed the Official
Seal of this Department at the
City of Harrisburg this 14th day
of September, 1999.

M. Diane Koken
Insurance Commissioner



AUG 25 1999

Microfilm Number _____

Entity Number 747551

Filed with the Department of State on Aug 10 1999
Rim Puzgall
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB:15-1915 (Rev 90)

AUG 10 1999
PENNSYLVANIA
INSURANCE DEPARTMENT

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: General Accident Insurance Company of America

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) 436 Walnut Street, Philadelphia, PA 19106 Philadelphia
Number and Street City State Zip County

(b) c/o: _____
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: Act of May 17, 1921, P.L. 682

4. The date of its incorporation is: June 4, 1956

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

X 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):

X 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:

DSCB:15-1915 (Rev 90)-2

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

8. X 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 2nd day of August, 19 99.

General Accident Insurance Company of America

(Name of Corporation)

BY:

(Signature)

TITLE: Dennis R. Smith, Secretary

EXHIBIT A

RESOLVED: That Article 1st of the Charter of this Company be amended so as to read in its entirety as follows:

1st. The name by which the company shall be known is CGU INSURANCE COMPANY.

RESOLVED: That Article 5th of the Charter of this Company be amended so as to read in its entirety as follows:

5th. The amount of authorized capital stock of the Company is Six Million Three Hundred Thousand Dollars (\$6,300,000), divided into six hundred thousand (600,000) shares of the par value of Ten Dollars and Fifty Cents (\$10.50) each.

RESOLVED: That the Charter of this Company, as amended by the amendments described in the foregoing resolutions, be restated in its entirety, and that the form of Restated Charter of this Company attached hereto be and hereby is adopted and ratified.

RESTATED CHARTER

OF

CGU INSURANCE COMPANY

1st. The name by which the company shall be known is CGU INSURANCE COMPANY.

2nd. The classes of insurance for which the company is constituted are Clauses (1), (2) and (3) of Paragraph (b), Clauses (1) to (13) inclusive of Paragraph (c) and Paragraph (e) as provided for in Section 202 of the Act of May 17, 1921 P. L. 682 and Sections 1 and 2 of the Act of May 16, 1945 P. L. 587, viz.:

Section 202. Clause (b) 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.

(2) 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.

(3) 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.

Section 202. Clause (c). For any and all of the following purposes:

(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 semi-precious 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, hold-up, 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.

(2) 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.

(3) 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.

(4) To insure anyone against loss or damage resulting from accident to, or injury, fatal or nonfatal, suffered by, an employee or other 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.

(5) 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.

(6) 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 mali-

cious 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.

(7) 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.

(8) 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.

(9) 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.

(10) To insure horses, cattle, and other livestock.

(11) 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 nonfatal, 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.

(12) 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 any casualty company which is authorized to transact business in this Commonwealth 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.

(13) 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 an 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).

Section 202. Clause (e): Any form of insurance not included in this section, if such insurance is not contrary to law, and is allied or in harmony with the classes of insurance herein provided. Such additional insurance shall be transacted only on express license by the Insurance Commissioner and upon such terms and conditions as are from time to time prescribed by him.

Act of May 16, 1945 P. L. 587. Section 1: Any and all forms of insurance or reinsurance, other than life insurance or annuities, on risks outside of the United States, its territories and possessions, provided that any such company shall maintain a minimum policyholders' surplus of Two Million Dollars (\$2,000,000.00).

Section 2: Any and all kinds of reinsurance, other than life insurance and annuities, provided that such company shall maintain a minimum policyholders' surplus as now required by law.

3rd. The plan or principle on which the business is to be conducted is the Joint Stock Plan or Principle.

4th. The place in which the company is to be established or located is Philadelphia, Pennsylvania.

5th. The amount of authorized capital stock of the Company is Six Million Three Hundred Thousand Dollars (\$6,300,000), divided into six hundred thousand (600,000) shares of the par value of Ten Dollars and Fifty Cents (\$10.50) each.

6th. The general objects of the Company are to make insurances on the Joint Stock Principle against loss of the kind and nature set forth in Article "2nd" hereof.

7th. The proposed duration of the Company is perpetual.

8th. 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; to exercise the powers of a corporate body; to make such contracts as may be necessary for its corporate purposes and to carry out the objects of casualty, fire and marine insurance as a stock casualty insurance company on the plan provided for in this agreement; to purchase or lease such real estate as may be necessary for a place of business, and for the security of investments; to adopt such By-Laws as may from time to time be deemed necessary; and to classify policyholders and permit all or some of them to participate in the profits of the Company's operations at such times and under such terms as the Board of Directors may determine.