

828347

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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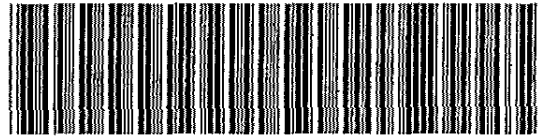
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/19/04
Amend
x NLC
g

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Prudential Property and Casualty Insurance Company
(Name of corporation)

DOCUMENT NUMBER: 828347

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lynn Rogato

(Name of person)

Liberty Mutual Insurance Company

(Name of firm/company)

175 Berkeley Street

(Address)

Boston, MA 02117

(City/state and zip code)

For further information concerning this matter, please call:

Lynn Rogato

(Name of person)

at (617) 654-4204

(Area code & daytime telephone number)

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☐

\$43.75 Filing Fee &
Certificate of Status

☐

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399



LYNN ROGATO
SENIOR PARALEGAL

175 Berkeley Street, 07C
Boston, MA 02117
Telephone: (617) 654-4204
Fax: (617) 574-5830

VIA UPS 2 DAY OVERNIGHT MAIL

October 4, 2004

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Prudential Property and Casualty Insurance Company

To Whom It May Concern:

Enclosed for filing please find the following items for the above referenced company.

1. Transmittal Letter
2. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida.
3. Certified copy of the Certificate of Amendment to the Articles of Amendment from the Indiana Secretary of State.
4. \$52.50 filing fee for the Amendment along with a Certificate of Status.

Liberty Mutual Insurance Company purchased Prudential Property and Casualty Insurance Company ("PruPAC") in November, 2003. It has come to my attention upon preparing the name change filing in Florida that Florida's database shows that PruPaC is an Illinois domestic corporation. PruPac is currently an Indiana domestic corporation and has been since 1987.

PruPac of Illinois merged into a Delaware corporation (Monmouth Property and Casualty Insurance Company) in December, 1975 and subsequently the NJ company redomesticated to Indiana in 1987. I have pulled together some documentation to support the redomestication including a certified copy of the merger of PruPac Illinois to a New Jersey corporation, a Certificate of the New Jersey Secretary of States which shows PruPac no longer exists in the State of New Jersey, a copy of the Amended and Restated Articles of Incorporation of PruPac in Indiana which outlines the redomestications. A little complicated but I hope this outlines the history of PruPac.

Florida Dept. of State
October 1, 2004

Please note that in Indiana the Department of Insurance takes the lead and any documentation of redomestication resides with the Indiana Department of Insurance. Once you have reviewed the filing for PruPac could you please change the domestic state to Indiana.

If there is any additional information that you may need, please contact me at the number above.

Sincerely,


Lynn J. Rogato

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)

828347

(Document number of corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Prudential Property and Casualty Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. New Jersey
(Incorporated under laws of)

3. 7/21/72
(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? April 13, 2004

5. LM Property and Casualty 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.

Indiana
(New jurisdiction)

James R. Pugh
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

James R. Pugh

(Typed or printed name of person signing)

10/1/04
(Date)

Assistant Secretary

(Title of person signing)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



STATE OF ILLINOIS
DEPARTMENT OF FINANCIAL
AND PROFESSIONAL REGULATION
Division of Insurance

320 West Washington Street
Springfield, Illinois 62767-0001



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Financial and Professional Regulation, Division of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed this Seal in Springfield, Illinois.

Date: SEP 27 2004

A handwritten signature in cursive script, reading "David K. Hanna".
Acting Director of Insurance

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE



The attached Agreement and Plan of Merger consisting of eight (8) typewritten pages dated May 30, 1975 by and between Prudential Property and Casualty Insurance Company, Chicago, Illinois, and Monmouth Property and Casualty Insurance Company, Woodbridge, New Jersey, including the approval of the Deputy Commissioner of Insurance of the State of New Jersey is hereby approved to become effective December 31, 1975.

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the seal of my Office.

Done at the City of Springfield,
this 11th day of July, A.D. 1975.

Robert B. Wilcox
Robert B. Wilcox, Director of Insurance

JWS

KWB

State of New Jersey



DEPARTMENT OF INSURANCE

I, ***John G. Foley*** Deputy, Commissioner of Insurance of the State of New Jersey do hereby Certify that the annexed is a true copy of ***Agreement and Plan of Merger, entered into as of May 30, 1975, by and between Prudential Property and Casualty Insurance Company, an Illinois Insurance Company, and Monmouth Property and Casualty Insurance Company, a New Jersey Insurance Company***

as taken from and compared with the original *** (Filed May 30th, 1975) ***

..... now remaining on file in this Department.

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal, at Trenton this ***30th*** day of ***May*** A. D. 19 75.

Deputy

Commissioner of Insurance

FILED
Department of Insurance
MAY 30 1975

AGREEMENT AND PLAN OF MERGER

James J. Flanagan
Commissioner

AGREEMENT AND PLAN OF MERGER, entered into as of May 30, 1975,
by and between PRUDENTIAL PROPERTY AND CASUALTY INSURANCE COMPANY, an
Illinois insurance company (hereinafter called "PRUPAC"), and MONMOUTH
PROPERTY AND CASUALTY INSURANCE COMPANY, a New Jersey insurance company
(hereinafter called "MONMOUTH"):

WITNESSETH:

WHEREAS, PRUPAC is a corporation duly organized and existing under
the laws of the State of Illinois, having been incorporated on March 9,
1972, and having authorized capital stock of \$3,750,000, divided into
100,000 shares of Common Stock of a par value of \$37.50 each, of which
66,666 2/3 shares are issued and outstanding, resulting in paid-up capital
of \$2,500,000;

WHEREAS, MONMOUTH is a corporation duly organized and existing under
the laws of the State of New Jersey, having been incorporated on January 2,
1975 for the purpose of merging with PRUPAC and being the surviving
corporation of the merger, and having capital of \$4,000,000, divided
into 800 shares of Common Stock of a par value of \$5,000 each, all of
which shares are issued and outstanding;

WHEREAS, all of the outstanding shares of stock of PRUPAC and MONMOUTH
are owned by PRUCO, INC., a corporation duly organized and existing under
the laws of the State of New Jersey, which corporation is a wholly owned
subsidiary of The Prudential Insurance Company of America;

WHEREAS, the Boards of Directors of PRUPAC and MONMOUTH deem it ad-
visable and for the benefit of the respective corporations that PRUPAC
be merged into MONMOUTH under the terms and conditions hereinafter set

forth, and said Boards of Directors have approved this Agreement and Plan of Merger (hereinafter called the "Agreement");

NOW, THEREFORE, PRUPAC AND MONMOUTH having agreed that, pursuant to the applicable insurance statutes of Illinois and New Jersey and subject to the conditions hereinafter set forth, PRUPAC shall be merged with MONMOUTH, which shall be the surviving corporation, further agree that the terms and conditions of such merger (hereinafter called the "merger") shall be as follows:

ARTICLE I MERGER

On the Effective Date, as defined in Article II, PRUPAC shall be merged into MONMOUTH whereupon the separate existence of PRUPAC shall cease, except insofar as it may be continued by statute or in order to carry out the purposes of this Agreement; and MONMOUTH shall continue its existence as a corporation existing under and governed by the laws of the State of New Jersey, the name of which corporation shall thereupon be changed to PRUDENTIAL PROPERTY AND CASUALTY INSURANCE COMPANY.

ARTICLE II EFFECTIVE DATE

a. Provided that the approvals provided for hereinafter shall have been secured prior thereto, the merger shall become effective at the close of business on December 31, 1975, which date and time shall herein be called the "Effective Date."

b. The merger of PRUPAC and MONMOUTH shall be subject to the following approvals:

1. This Agreement shall be submitted for approval and approved by the shareholder of PRUPAC and MONMOUTH in accordance with the

insurance laws of their respective states of incorporation.

2. After this Agreement has been approved by the shareholder of PRUPAC and MONMOUTH, this Agreement shall before its execution be submitted to the Commissioner of Insurance of the State of New Jersey as required by law and, after its execution, shall have the approval of the Commissioner endorsed thereon.

3. After the execution of this Agreement, it shall also be filed, together with such supporting documents as may be required by the law of Illinois, with the Director of Insurance of the State of Illinois for his approval.

ARTICLE III ASSETS AND LIABILITIES

a. On the Effective Date, all of the rights, powers, credits, franchises and interests of PRUPAC in and to every species of property and things in action belonging to PRUPAC, including any such rights, powers, credits, franchises and interests which may arise or accrue in the future, shall be deemed to be transferred to and vested in MONMOUTH without any other deed or transfer, and MONMOUTH shall hold and enjoy the same to the same extent as if PRUPAC had continued to retain its title or interest and transact business.

b. MONMOUTH shall assume all of the outstanding insurance obligations heretofore issued, assumed, coinsured or reinsured by PRUPAC and in force on the Effective Date, so as to carry out in manner and form all of such obligations of PRUPAC according to the true intent and tenure thereof; subject, however, to such defenses, powers, rights, credits and benefits of whatever nature as are or might be possessed by PRUPAC.

- c. The agents of PRUPAC shall become agents of MONMOUTH on the Effective Date and MONMOUTH shall take such action to appoint or ratify the appointment of such agents as may be required by law. MONMOUTH shall pay any commissions, whether first year or renewal, due on or after the Effective Date and payable under the terms of any contract in force between PRUPAC and any agent, manager or supervisor according to the terms of said contract, or under any automobile insurance plan, reinsurance facility or joint underwriting association as may be required by law.
- d. On the Effective Date, MONMOUTH shall succeed to all the other obligations and liabilities of PRUPAC, including any such obligations and liabilities which may arise or accrue in the future, and shall be held liable to pay and discharge all such debts and liabilities in the same manner as though they had been incurred or contracted by MONMOUTH.
- e. From time to time as and when requested by MONMOUTH, or by its successors or assigns, PRUPAC shall execute and deliver or cause to be executed and delivered such deeds and other instruments, and shall take or cause to be taken such further or other action, as MONMOUTH shall deem necessary or desirable in order to vest or perfect in or confirm of record to MONMOUTH, its successors or assigns, title to and possession of all the property, rights, powers, credits, franchises and interests of PRUPAC or otherwise to carry out the purposes of this Agreement.
- f. The assets and liabilities of PRUPAC shall be taken up on the books of MONMOUTH in the amounts at which they respectively shall be carried on the books of PRUPAC on the Effective Date, and the surplus accounts of MONMOUTH shall be determined by the Board of Directors of MONMOUTH in conformity with statutory surplus requirements and accounting practices

prescribed or permitted by the Commissioner of Insurance of the State of New Jersey.

ARTICLE IV CAPITAL AND SHARES

- a. The capital of MONMOUTH on the Effective Date shall be four million dollars (\$4,000,000), divided into eight hundred (800) shares of Common Stock of the par value of five thousand dollars (\$5,000) each. All shares of Common Stock of MONMOUTH then outstanding shall continue to be issued and outstanding on the Effective Date, and each outstanding certificate representing shares of MONMOUTH shall continue to represent such number of shares of MONMOUTH. The holder of such certificates may, but need not, surrender such certificates in exchange for one or more certificates representing the same number of shares of the corporation under the new name of PRUDENTIAL PROPERTY AND CASUALTY INSURANCE COMPANY.
- b. On the Effective Date, the outstanding shares of Common Stock of PRUPAC shall not be converted into shares of MONMOUTH, nor shall any money or property be paid in respect thereof, but such shares and the certificates representing them shall be cancelled and retired, and all rights in respect thereof shall cease to exist.

ARTICLE V CERTIFICATE OF INCORPORATION

On the Effective Date, the first article of the Certificate of Incorporation of MONMOUTH shall be amended to read as follows:

"FIRST The name of the corporation is PRUDENTIAL PROPERTY AND CASUALTY INSURANCE COMPANY."

As so amended, the Certificate of Incorporation of MONMOUTH shall continue

in effect, until the same shall be further amended and changed as provided by law. The complete Certificate of Incorporation of MONMOUTH on the Effective Date, amended as set forth in this Article, is annexed hereto as Annex 1 and is hereby incorporated herein.

ARTICLE VI BY-LAWS, DIRECTORS, OFFICERS AND OPERATIONS

- a. The By-laws of MONMOUTH as in effect on the Effective Date shall continue to be the By-laws of MONMOUTH until changed as therein provided.
- b. The Directors of MONMOUTH on the Effective Date shall continue to be the Directors of MONMOUTH until their successors are elected and qualified in accordance with the By-laws.
- c. The officers of MONMOUTH in office on the Effective Date shall continue to hold their offices in MONMOUTH until their successors are elected or appointed in accordance with the By-laws.
- d. The operations and management of PRUPAC shall continue without change in MONMOUTH.

ARTICLE VII AMENDMENT AND ABANDONMENT

- a. This Agreement may be amended, modified or supplemented at any time prior to the Effective Date by written instrument approved by the Boards of Directors of PRUPAC and MONMOUTH, provided that such amendment is thereafter also approved by the shareholder and by the Commissioner of Insurance of the State of New Jersey and the Director of Insurance of the State of Illinois.
- b. This Agreement may be terminated and the merger abandoned at any time prior to the Effective Date by appropriate mutual action taken by the Boards

of Directors of PRUPAC and MONMOUTH.

ARTICLE VIII MISCELLANEOUS

- a. After the approvals referred to in this paragraph a. have been secured, the Secretaries of PRUPAC and MONMOUTH shall each certify by certificate endorsed hereon under the seal of his corporation that this Agreement has been approved by the Board of Directors and the shareholder of his corporation in accordance with applicable law.
- b. This Agreement may be executed in any number of copies, each of which shall be deemed to be an original.
- c. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.
- d. It is the intention of the parties hereto that the merger of PRUPAC with MONMOUTH shall constitute a reorganization of PRUPAC as defined in Section 363 (a)(1)(f) of the Internal Revenue Code of 1954, and this Agreement shall be construed accordingly.

IN WITNESS WHEREOF, each of the parties hereto has caused these presents to be executed by its President or a Vice President thereunto duly authorized and each has caused its corporate seal to be affixed and attested by its Secretary or an Assistant Secretary, all as of the day and year first above written.

PRUDENTIAL PROPERTY AND CASUALTY
INSURANCE COMPANY

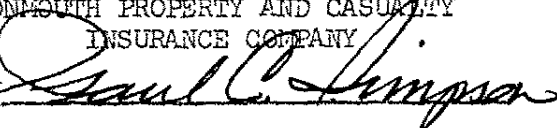
By 

[Seal]

Attest:



MONMOUTH PROPERTY AND CASUALTY
INSURANCE COMPANY

By 

[Seal]

Attest:



CERTIFICATE OF SECRETARY

I, David H. Fredericks , Secretary of PRUDENTIAL PROPERTY AND CASUALTY INSURANCE COMPANY do hereby certify in accordance with the insurance law of the State of New Jersey that the Agreement and Plan of Merger to which this certificate is attached has been duly approved by resolution adopted by the Board of Directors, and was thereafter duly approved by the sole stockholder.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary of PRUDENTIAL PROPERTY AND CASUALTY INSURANCE COMPANY, and have affixed the seal of said corporation this 12th day of March , 1975.


Secretary

[Seal]

CERTIFICATE OF SECRETARY

I, David H. Fredericks, Secretary of MONMOUTH PROPERTY AND CASUALTY INSURANCE COMPANY do hereby certify in accordance with the insurance law of the State of New Jersey that the Agreement and Plan of Merger to which this certificate is attached has been duly approved by resolution adopted by the Board of Directors, and was thereafter duly approved by the sole stockholder.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary of MONMOUTH PROPERTY AND CASUALTY INSURANCE COMPANY, and have affixed the seal of said corporation this 12th day of March , 1975.

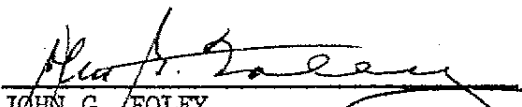

Secretary

[Seal]

I hereby certify that the foregoing Agreement and Plan of Merger,
has been approved and filed with the Department of Insurance, State of
New Jersey in accordance with the requirements set forth in N. J. S. A.
17:27-1 et seq.

Dated:

May 30th, 1975.


JOHN G. FOLEY
Deputy Commissioner of Insurance

JUN 06 1989
MICROFILMED

7501 720
APPROVED
DEPARTMENT OF INSURANCE

MAR 23 1989

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

STATE OF INDIANA
INSURANCE COMMISSIONER
Acting
Betty L. Foy

PRUDENTIAL PROPERTY AND CASUALTY INSURANCE COMPANY

The above corporation (hereinafter referred to as "Corporation"), an insurance corporation formed on January 2, 1975, under and pursuant to the provisions of Title 17, Chapter 17 of the New Jersey Revised Statutes, and redomiciled to Indiana, effective January 1, 1987, under the provisions of Title 27, Article 1, Chapter 6.5, Title 27, Article 1, Chapter 6 and Title 27, Article 1, Chapter 8 of the Indiana Insurance Law, compliance with said provisions effecting a change in the Corporation's status from that of a foreign to an Indiana domestic insurance company formed under the laws of Indiana on January 2, 1975, the date of the Corporation's incorporation in New Jersey, desiring to give notice of corporate action effectuating amendment of certain provisions and the restatement of its Articles of Incorporation, sets forth the following facts:

APPROVED
AND
FILED
Joseph F. H. [Signature]
SECRETARY OF STATE OF INDIANA

JUN 23 23:22

157

SUBDIVISION A

AMENDMENTS/RESTATEMENT

SECTION I.: The date of incorporation of the Corporation is January 2, 1975.

SECTION II.: The name of the Corporation following this Restatement: Prudential Property and Casualty Insurance Company.

SECTION III.: The exact text of the Amended and Restated Articles of Incorporation is attached.

ARTICLES OF INCORPORATION

OF

PRUDENTIAL PROPERTY AND CASUALTY INSURANCE COMPANY

(Redomesticated, effective January 1, 1987, as an Indiana domestic insurance company retaining its original incorporation date of January 2, 1975 under the provisions of Title 27, Article 1, Chapter 6.5 of the Indiana Insurance Law.)

AS AMENDED AND COMPLETELY RESTATED

The following Amended Articles of Incorporation and all matters heretofore done or hereafter to be done are in accordance with the Indiana Insurance Law of 1935, approved March 8, 1935, and all acts amendatory thereof and supplemental thereto, hereinafter referred to as the "Act".

Article I

Name

The name of this corporation shall be PRUDENTIAL PROPERTY AND CASUALTY INSURANCE COMPANY.

Article II

Principal Office

The address of the principal office of the Corporation in Indiana is Two Market Square Center, Suite 500, 251 East Ohio Street, Indianapolis, Indiana 46204.

Article III

Purposes of the Corporation

The business of the Corporation shall be that of a stock insurance corporation, and such lawful business activities as may be incidental thereto, with all of the rights, privileges and powers conferred upon such corporation by the laws of Indiana, and such as may from time to time be conferred by law upon such corporations. The Corporation is organized for the following purposes:

Section 1. To insure any persons against bodily injury, disablement or death resulting from accident and against disablement resulting from disease and every insurance appertaining thereto.

Section 2. To insure against loss or damage resulting from accident to, or injury sustained by, an employee or other person for which accident or injury the insured is liable.

Section 3. To insure against loss or damage by burglary, theft, or housebreaking.

Section 4. To insure glass, its fittings or lettering thereon, against breakage or damage.

Section 5. To insure against loss from injury to persons or property which results accidentally from steam boilers, elevators, electrical devices, engines and all machinery and appliances used in connection therewith or operated thereby; and to make inspection of and issue certificates of inspection upon such boilers, elevators, electrical devices, engines, machinery and appliances.

Section 6. To insure against any loss, expense and/or liability resulting from the ownership, maintenance, use and/or operation of any automobile or other motor vehicle, including complete line coverage on automobiles or other motor vehicles.

Section 7. To insure against loss or damage by water to any goods or premises arising from the breakage or leakage of sprinklers and/or water pipes.

Section 8. To insure against any loss or damage resulting from accident to or injury suffered by any person, for which loss or damage the insured is liable; excepting employer's liability insurance as authorized under Section 2 of this Article III.

Section 9. To insure persons, associations or corporations against loss or damage by reason of the giving or extending of credit.

Section 10. To insure against loss or damages on account of encumbrances upon or defects in the title to real estate and against loss by reason of the nonpayment of the principal or interest of bonds, mortgages or other evidences of indebtedness.

Section 11. To become surety or guarantor for any person, co-partnership or corporation in any position or place of trust or as custodian of money or property, public or private; to become a surety or guarantor for the performances by any person, co-partnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance, to become surety or guarantor for the performance of insurance contracts where surety bonds are required by states or municipalities. The business covered by this Section of this Article shall be considered as fidelity and surety obligations and construed as such regardless of any other classification contained in the Act to the contrary.

Section 12. To insure against any other casualty or insurance risk which lawfully may be made the subject of insurance and for which no specific provision is made herein or in the Act.

Section 13. To insure against legal expenses, such as attorneys fees, court costs, witness fees and incidental expenses incurred in connection with the professional services of attorneys at law, in consideration of a specified payment for an interval of time, regardless of whether payment is made by the beneficiaries individually or by a third person for them, so that the total cost incurred by assuming the obligation is spread directly or indirectly among the group, except those expenses resulting from the following:

- (1) Retainer contracts made with a single client with the fee based on an estimate of the nature and the amount of services that will be provided to that client, and similar contracts made with a group of clients involved in the same or closely related legal matters (such as class actions).
- (2) Plans providing no benefits other than a limited amount of consultation and advice on simple matters either alone or in combination with referral services or the promise of fee discounts for other matters.
- (3) Plans providing limited benefits on simple legal matters on a voluntary and informal basis, not involving a legally binding promise, in the context of an employment or educational or similar relationship.
- (4) Legal services provided by unions or employee associations to its members in matters solely relating to employment or occupation, and provided, further, that nothing in this chapter shall prohibit group legal services of any other kind.
- (5) Payment of fines, penalties, judgments or assessments.

Section 14. To make insurance on buildings and personal property of every description against loss or damage, including loss of use or occupancy, caused by fire, smoke or smudge, lightning or other electrical disturbance, earthquake, windstorm, cyclone, tornado, tempest, hail, frost or snow, ice, sleet, weather or climatic conditions, including excess or deficiency of moisture, flood, rain or drought, rising of the waters of the ocean, or its tributaries, bombardment, invasion, insurrection, riot, civil war or commotion, military or usurped power, and by explosion, whether fire ensues or not, except explosion of steam boilers.

Section 15. To insure against loss or damage from any cause, to crops or farm products and loss of rental value of land used in producing such crops or products.

Section 16. To insure against loss or damage by water or other fluid to any goods or premises arising from the breakage or leakage of sprinklers, pumps, or other apparatus erected for extinguishing fires or of other conduits or containers or by water-pipes, and against accidental injury to such sprinklers, pumps, or other apparatus, conduits, containers or water-pipes.

Section 17. To insure vessels, boats, cargoes, goods, merchandise, freight, specie, bullion, jewels, profits, commission, bank notes, bills of exchange, other evidences of debt, bottomry and respondentia interests, and other property against loss or damage by any or all of the risks of lake, river, canal and inland navigation and transportation, and other insurances appertaining to or connected with marine risks, including complete line coverage automobile insurance, and also insurance on any other property or risk, or the use thereof, by reason of any contingency unless the granting of such insurance is contrary to public policy.

Section 18. To issue participating forms of insurance for policyholders, with the Board of Directors having the power and authority to permit the policyholders of the Corporation, from time to time, to participate in the profits of the operations through distributions to the policyholders, and for the purpose of carrying this provision into effect, from time to time, to make reasonable classification of policies.

Section 19. General Clause. To exercise all the general rights, privileges and powers authorized by the Act.

This Corporation has been organized under, and is existing pursuant to, the provisions of the Act.

Article IV

Term of Existence

The term of its duration shall be perpetual.

Article V

The amount of the capital stock of the Corporation shall be Four Million Dollars (\$4,000,000) which shall be divided into Eight Hundred (800) shares of Common Stock having a par value each of Five Thousand Dollars (\$5,000).

Article VI

The amount of paid-in capital is Four Million Dollars (\$4,000,000).

Article VII

Business Plan

The business of the Corporation shall be managed by a Board of Directors comprised of not less than nine (9) nor more than eighteen (18) members, each of whom shall, during his whole term of service, be a citizen of the United States of America, or of the Dominion of Canada. At least one (1) of such Directors shall reside in the State of Indiana.

The Board of Directors shall elect the officers of the Corporation, which shall consist of a President, a Secretary, and a Treasurer, and such other officers as may be prescribed by the By-Laws.

The Board of Directors shall exercise all of the corporate powers of the Corporation except as otherwise provided by the law and shall manage all of the property, business and affairs of the Corporation.

Article VIII

Directors and Officers

The names, addresses and terms of office of each member of the Board of Directors are as follows:

NAME	ADDRESS	TERM OF OFFICE
Walter Barnes, Jr.	72 Tulip Lane Colts Neck, NJ 07722	Annual
Gary P. Bocard	1135 Melbrook Avenue Munster, IN 46321	Annual
Stephen R. Braswell	105 Rumson Road Rumson, NJ 07760	Annual
Robert M. Chmely	119 Stanie Glen Road Watchung, NJ 07060	Annual
James E. Clark	24412 Park Granada Calabasas, CA 91302	Annual
James E. Dwane	56 Deerfield Trail Somerville, NJ 08876	Annual
Robert P. Hill	47 Greenbriar Drive Summitt, NJ 07901	Annual
William G. Hunt, Jr.	6 Abbington Way Brookside, NJ 07926-0199	Annual

NAME	ADDRESS	TERM OF OFFICE
Joseph J. Melone	281 Hartshorn Drive Short Hills, NJ 07078	Annual
Richard G. Merrill	Miller Road New Vernon, NJ 07976	Annual
E. William Nash, Jr.	505 Lancaster Street, Apt. 7A/B Jacksonville, FL 32204	Annual
Pellegrino P. Porraro	35 Garfield Avenue Madison, NJ 07940	Annual
I. Edward Price	49 North Baums Court Livingston, NJ 07039	Annual
Morton E. Spitzer	143 Tennyson Drive Short Hills, NJ 07078	Annual
Edward D. Zinbarg	5 Hardwell Road Short Hills, NJ 07078	Annual

The names, offices, addresses and terms of office of the principal officers are as follows:

NAME/OFFICE	ADDRESS	TERM OF OFFICE
Stephen R. Braswell President	105 Rumson Road Rumson, NJ 07760	Annual
Walter Barnes, Jr. Senior Vice President	72 Tulip Lane Colts Neck, NJ 07722	Annual
George V. Exner Senior Vice President	27 Jay Road Chatham, NJ 07928	Annual
Timothy E. Feige Vice President and Comptroller	1107 Summit Lane Mountainside, NJ 07092	Annual
J. Kenneth Golder, Jr. Vice President	17 Club Way Red Bank, NJ 07701	Annual
Neil N. Jasey Vice President and General Counsel	9 Keasbey Road South Orange, NJ 07079	Annual
Paul G. O'Leary Financial Vice President	719 Belmont Road Ridgewood, NJ 07450	Annual

NAME/OFFICE	ADDRESS	TERM OF OFFICE
Michael A. Plesko Vice President	62 Green Meadow Boulevard Middletown, NJ 07748	Annual
D. Roderick Webster Vice President	12 Laurie Lane Little Silver, NJ 07739	Annual
Neil N. Jasey Secretary	9 Keasbey Road South Orange, NJ 07079	Annual
Gregory W. Scott Treasurer	250 River North Drive Atlanta, GA 30328	Annual

Article IX

Provisions for Regulation of Business and
Conduct of Affairs of Corporation

Section 1. Removal of Directors. One or more or all the directors may be removed for cause or without cause by the shareholder by the affirmative vote of the majority of the votes cast by the holder of shares entitled to vote for the election of directors.

Section 2. By-Laws. The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholder, to make, alter, amend or repeal the By-Laws of the Corporation (but By-Laws made by the Board of Directors may be altered or repealed, and new By-Laws made by the shareholder).

Section 3. Modification to Amended Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholder, directors, and officers are subject to this reserved power.

Section 4. Meetings of the Shareholder. Meetings of the shareholder of the Corporation shall be held at such place, either within or without the State of Indiana, as the Board of Directors shall determine. In the event the Board of Directors does not determine otherwise, the annual meeting of the shareholder shall be held at the executive office of the Corporation in Holmdel, New Jersey.

SUBDIVISION B

MANNER OF ADOPTION AND VOTE

1. Action by Directors

The Board of Directors of the Corporation duly adopted a resolution proposing to amend the terms and provisions of Article II, Principal Office, Article III, Purposes of the Corporation, Article VII, Business Plan, and Article VIII, Directors and Officers, of the Amended Articles of Incorporation, to restate the Articles as amended, and directing that the proposed amendments and restated Articles be submitted for consideration and approval to the sole Shareholder. The resolution was adopted by written consent executed on March 16, 1989, and signed by all members of the Board of Directors.

2. Action by Shareholder

The sole Shareholder of the Corporation entitled to vote in respect of the amended and restated Articles adopted the proposed amendments and restatements. The Amended and Restated Articles of Incorporation were adopted by written consent executed on March 16, 1989, and signed by the sole Shareholder.

3. Compliance With Legal Requirements

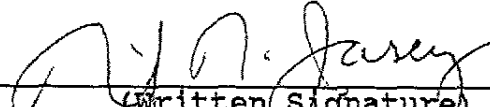
The manner of the adoption of the Amended and Restated Articles, and the vote by which they were adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

SUBDIVISION C

STATEMENT OF CHANGES MADE WITH RESPECT TO THE
SHARES HERETOFORE AUTHORIZED

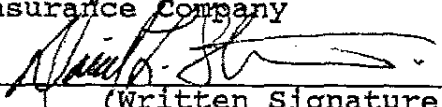
The Amended Articles effected neither an increase nor decrease in the total authorized number of shares of the Corporation.

IN WITNESS WHEREOF, the undersigned being the Vice President and General Counsel and Assistant Secretary of said Corporation executes these Amended and Restated Articles of Incorporation and certify to the truth of the facts herein stated this 21 day of March, 1989.


(Written Signature)

Neil N. Jasey
(Printed Signature)

Vice President and General Counsel
of Prudential Property and Casualty
Insurance Company


(Written Signature)

David L. Stevenson
(Printed Signature)

Assistant Secretary of
Prudential Property and Casualty
Insurance Company

STATE OF NEW JERSEY)
) SS:
COUNTY OF MONMOUTH)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of New Jersey, certify that Neil N. Jasey, the Vice President and General Counsel and David L. Stevenson, the Assistant Secretary, of Prudential Property and Casualty Insurance Company, the officers executing the foregoing Amended and Restated Articles of Incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 21 day of March, 1989.


(Written Signature)

Patricia C. Zajac
(Printed Signature)

My Commission expires

Notary Public

PATRICIA C. ZAJAC
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES FEBRUARY 9, 1990

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF AMENDMENT

of

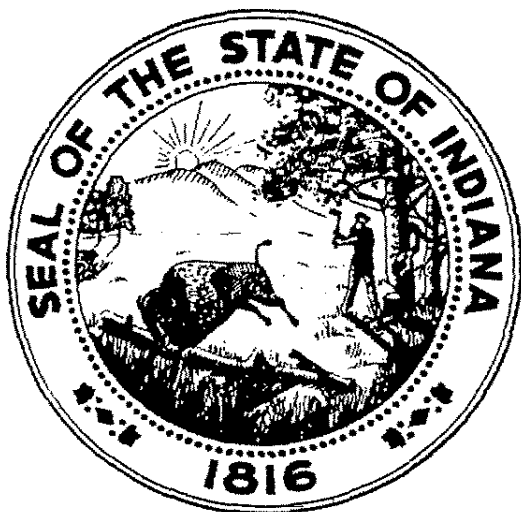
PRUDENTIAL PROPERTY AND CASUALTY INSURANCE COMPANY

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The name following said transaction will be:

LM PROPERTY AND CASUALTY INSURANCE COMPANY

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, April 13, 2004.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, April 13, 2004.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

1975 PROVED
DEPARTMENT OF INSURANCE

APPROVED
AND
FILED

APR 07 2004

Mark Ruffell
STATE OF INDIANA
Deputy INSURANCE COMMISSIONER

ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PRUDENTIAL PROPERTY AND CASUALTY INSURANCE COMPANY
IND. SECRETARY OF STATE

We, J. Paul Condren, III, President, and James R. Pugh, Assistant Secretary, of Prudential Property and Casualty Insurance Company, a corporation organized and existing under and by virtue of the Insurance Law of the State of Indiana, do hereby certify as follows:

ARTICLE I: Article I has been amended as follows:

Name: The name of this Corporation shall be LM Property and Casualty Insurance Company.

ARTICLE VIII, Section 4: Article VIII, Section 4 has been amended by deleting the sentence "In the event the Board of Directors does not determine otherwise, the annual meeting of the shareholder shall be held at the executive office of the Corporation in Holmdel, New Jersey" so that, as amended said Section shall read as follows:

Section 4. Meeting of the Shareholder. Meetings of the shareholder of the Corporation shall be held at such place, either within or without the State of Indiana, as the Board of Directors shall determine.

MANNER OF ADOPTION AND VOTE

1. Action by Directors: The Board of Directors of the Corporation duly adopted resolutions proposing to amend the provisions of Article I, Name and Article VIII, Section 4, Meeting of the Shareholder, of the Amended and Restated Articles of Incorporation. The resolutions were adopted by written consent executed on March 25, 2004 and signed by all members of the Board of Directors.
2. Action by Shareholder: The sole shareholder of the Corporation entitled to vote on the proposed amendments adopted the proposed amendments. The amendments to Article I and Article VIII, Section 4 of the Amended and Restated Articles of Incorporation were adopted by written consent executed on March 26, 2004, and signed by the sole shareholder.
3. Compliance With Legal Requirements: The manner of the adoption of the Amendments to the Amended and Restated Articles of Incorporation, and the votes by which it was adopted, constitute full legal compliance with the provisions of the Indiana Code, the Amended and Restated Articles of Incorporation, and the By-Laws of the Corporation.

IN WITNESS WHEREOF, we have signed this certificate this _____ day of March, 2004.



J. Paul Condren, III
President

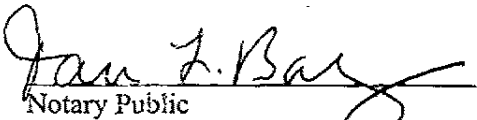


James R. Pugh
Assistant Secretary

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF SUFFOLK

This instrument was acknowledged before me on this 29th day of March, 2004 by
J. Paul Condren, III President of Prudential Property and Casualty Insurance Company,
an Indiana insurance Company, on behalf of said Company.



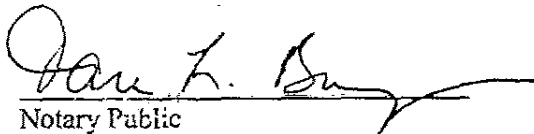
Notary Public

TARA L. BOULEY
NOTARY PUBLIC
My Commission Expires July 8, 2005

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF SUFFOLK

This instrument was acknowledged before me on this 29th day of March, 2004 by James R. Pugh, Assistant Secretary of Prudential Property and Casualty Insurance Company, an Indiana insurance company, on behalf of said Company.


Notary Public

TARA L. BOULEY
NOTARY PUBLIC
My Commission Expires July 8, 2005



STATE OF INDIANA
OFFICE OF THE ATTORNEY GENERAL

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

04 APR 13 AM 9:15

STEVE CARTER
ATTORNEY GENERAL

TELEPHONE (317) 232-6201

April 8, 2004

CERTIFICATION

I have examined the Articles of Amendment to the Amended and Restated Articles of Incorporation of Prudential Property and Casualty Insurance Company which is changing its name to LM Property and Casualty 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.

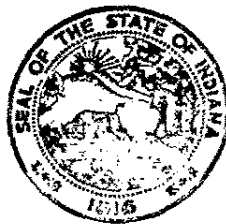
Respectfully submitted,

STEPHEN CARTER
Attorney General of Indiana
Atty No. 4150-64

A handwritten signature in black ink, appearing to read "Gordon E. White, Jr.", written over a horizontal line.

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

152483



Cord Roberts
Secretary of State

State of Indiana
Office of the Secretary of State
I hereby certify that this is a true
and complete copy of the 76
page document filed in this office.
Dated 09-29, 2004

By: *Scott J. [Signature]*
This stamp replaces our previous
certification stamp.