

836301

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

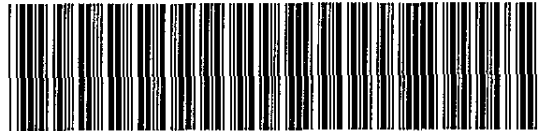
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800028197898

02/26/04--01024--007 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2004 FEB 24 AM 9:21

Amendment E Name Change
LFS
2-27-04

Travelers

One Tower Square
Hartford, CT 06183

Cheryle A. Damato
Legal Specialist
Corporate Law Department, 8MS
860/277-8297
860/277-9407 (fax)
cdamato@travelers.com

January 5, 2004

VIA SECOND DAY AIRBORNE

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

**RE: Redomestications from Illinois to Connecticut and Name Changes of:
The Travelers Indemnity Company of Illinois
Travelers Casualty and Surety Company of Illinois**

Ladies and Gentlemen:

Enclosed is documentation to record the January 1, 2004 redomestications and name changes of the two companies listed above. Included for both companies are original certified copies from the Connecticut Secretary of State of the amended Certificates of Authority, Applications By Foreign Profit Corporation to File Amendment to Application For Authorization to Transact Business In Florida, and \$35 filing fees.

Please let me know if you need any other information. Thank you for your assistance in this matter.

Sincerely,



Cheryle A. Damato

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)

83630L

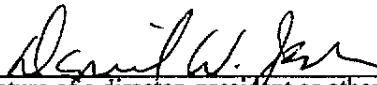
(Document number of corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
2004 FEB 24 AM 9:21

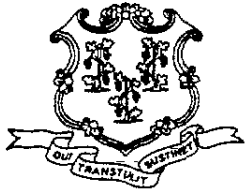
1. The Travelers Indemnity Company of Illinois
(Name of corporation as it appears on the records of the Department of State)
2. Illinois 3. 5/6/76
(Incorporated under laws of) (Date authorized to do business in Florida)

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? 1/1/04
5. Travelers Property Casualty Company of America
(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.
No change
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
Connecticut
(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)
Daniel W. Jackson
(Typed or printed name of person signing)

2/20/04
(Date)
Assistant Secretary
(Title of person signing)



State of Connecticut
Insurance Department

FILING #0002655875 PG 01 OF 15 VOL B-00517
FILED 12/23/2003 08:49 AM PAGE 02178
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that

- the redomestication of Travelers Indemnity Company of Illinois (The), an Illinois Company, Pursuant to Section 38a-58a Connecticut General Statutes, is approved, and
- the simultaneous name change to Travelers Property Casualty Company of America is approved, and
- the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile and name are also approved.

Witness my hand and official seal, at HARTFORD,

this 2nd day of December, 2003

Ausan F. Cogswell

Insurance Commissioner

CERTIFICATE OF REDOMESTICATION
OF
THE TRAVELERS INDEMNITY COMPANY OF ILLINOIS
To Be Known Upon Redomestication As
TRAVELERS PROPERTY CASUALTY COMPANY OF AMERICA

THE TRAVELERS INDEMNITY COMPANY OF ILLINOIS (the "Company"), an Illinois corporation, in order to change its domicile to Connecticut as permitted pursuant to §38a-58a of the General Statutes of Connecticut, certifies as follows:

1. The name of the Company is The Travelers Indemnity Company of Illinois until the redomestication is effective, at which time the name will be Travelers Property Casualty Company of America.
2. The Company was incorporated in the State of Illinois on August 4, 1971 as The Travelers Indemnity Company of Illinois. Concurrent with the redomestication effective January 1, 2004, the Company's name will change from The Travelers Indemnity Company of Illinois to Travelers Property Casualty Company of America.
3. By letter dated September 10, 2003, the Insurance Department of the State of Illinois has approved the Company request for a change in domicile to Connecticut in accordance with the laws of Illinois and the State of Connecticut. By order dated December 2, 2003, the Insurance Department of the State of Connecticut approved the Company's application to redomesticate to Connecticut effective January 1, 2004.
4. The Company's plan to redomesticate has been approved unanimously by the Company's Board of Directors and its sole shareholder pursuant to §33-797 of The General Statutes of Connecticut. Said vote meets the requirements of the Company's By-Laws and Illinois law.

IN WITNESS WHEREOF, the Company has executed this Certification as of the 12th day of November, 2003, through its undersigned officers, who hereby state under penalties of false statement that the statements contained in this Certificate are correct.

[Seal]

By: Paul H. Eddy
Paul H. Eddy, Assistant Secretary

Attest By: Maryellen Prudhomme
Maryellen Prudhomme
Assistant Secretary

FILING #0002655875 PG 02 OF 15 VOL B-00617
FILED 12/23/2003 08:49 AM PAGE 02179
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

**AMENDED AND RESTATED CHARTER
OF
TRAVELERS PROPERTY CASUALTY COMPANY OF AMERICA**

Hartford, Connecticut

As Effective January 1, 2004

SECTION 1. The name of the corporation is Travelers Property Casualty Company of America.

SECTION 2. The corporation is to have perpetual existence.

SECTION 3. The business purposes and powers of said corporation shall be as follows:

A. Said corporation may make insurance as follows, to wit:

- (a) Guarantee the fidelity of persons in positions of trust, private or public; guarantee titles and the validity of written instruments; guarantee the performance of contracts and other obligations; and execute or guarantee bonds and undertakings required or permitted in all actions or proceedings at law or otherwise where bonds are or may be required.
- (b) Against loss or damage by burglary, robbery, or theft, or any or all of them.
- (c) Against loss or damage to glass.
- (d) Against loss or damage by water to goods or premises arising from the breakage or leakage of sprinklers and water pipes.
- (e) Upon elevators and loss or damage to life or property resulting therefrom and upon steam boilers and upon pipes, engines, motors, and machinery connected therewith and operated thereby; against explosions, collapse, rupture, and other accidents and against loss or damage to life or property resulting therefrom; and to make inspection of and to issue certificates of inspection upon elevators and upon boilers, pipes, engines, motors, and machinery.
- (f) To any person, firm, or corporation against loss or damage on account of the bodily injury or death by accident of any person, for which loss or damage said person, firm, or corporation is responsible.
- (g) Against any other casualty or insurance risk connected therewith, which now or hereafter may lawfully be a subject of insurance.
- (h) Said corporation is hereby authorized to reinsure in any company or companies any and all risks taken under its charter upon such conditions as may be prescribed or approved, and in like manner to write reinsurance upon like risks.

- (i) To insure persons against injury, disablement, or death by accident and against disablement resulting from sickness, and issue every insurance appertaining thereto.
- (j) May write fire, marine and inland marine insurance and reinsurance and any and all other forms of insurance and reinsurance against hazards or risks of every kind or description except life and endowment insurance and contracts for the payment of annuities.
- (k) May write insurance and reinsurance against any and all hazards or risks against which fire, marine, casualty or indemnity insurance or reinsurance companies are now or hereafter may be authorized to insure or to reinsure under the general laws of this state and said company may write in any state, territory or jurisdiction of the United States or any foreign country insurance and reinsurance against any and all hazards or risks which any fire, marine, casualty or indemnity insurance or reinsurance company may be authorized to insure or to reinsure therein by the laws of such state, territory or country.
- (l) Said corporation may insure all kinds of property, real, personal or mixed, and any valuable interest therein, including dwelling houses, stores, buildings, edifices and structures of every kind, household furniture and personal property of every kind, against loss or damage caused by fire, lightning or other electrical disturbance, and explosion, whether fire ensues or not, except explosion of steam boilers, by wind, tornado, cyclone, earthquake, hail frost, snow, ice, flood, rain or drought, rising of the waters of the ocean, or of its tributaries, weather or climatic conditions, including excess of deficiency of moisture, war, bombardment or other mode of attack, invasion, insurrection, riot, strikes, sabotage, civil war or commotion, military or usurped power; against loss or damage by water or other fluid, arising from the breakage, overflow or leakage of or injury to any sprinkler, pump, water tanks, conduits, pipes or other apparatus erected or used for preventing or extinguishing fire, or of other conduits, water pipes or containers, or by water entering through any leak or opening in buildings and against accidental injury to or by such sprinklers, pumps, apparatus, conduits, water pipes or containers, also against loss or damage by insects, disease or other causes to trees, growing crops or other products of the soil.
- (m) Said company is authorized to issue policies or contracts or insurance against loss or damage upon vessels, cargoes, freights, goods, wares, merchandise, specie, bullion, jewelry, profits, commissions, bank notes, bills of exchange, evidences of debt, securities and other property, bottomry and respondentia interests, and every insurance appertaining to or connected with marine risks, risks of transportation and navigation, including the risks of lake, river, canal and inland transportation and navigation. Said corporation may, in connection with marine, inland marine or transportation insurance on property, also insure any risk, whether to person or to property, including liability for loss or damage to either, arising out of the construction, repair, operation, maintenance, use or possession of the subject-matter of such primary insurance.

- (n) Said company is authorized to issue policies or contracts of insurance upon automobiles of every kind and upon airplanes, seaplanes, dirigibles or other aircraft, and on any valuable interest therein, against loss or damage from all or any of the hazards of fire, explosion, transportation or collision, and from legal liability for damage to property resulting from the maintenance and use thereof, and against loss or damage thereof or thereto, from burglary, theft, vandalism, malicious mischief or wrongful conversion, disposal or concealment, whether or not held under a conditional sale contract or subject to chattel mortgage.
- (o) Said corporation may, in addition to the powers herein or heretofore conferred, issue all of the kinds of insurance which any fire or marine insurance company may be authorized to issue under any general law of this state, and said corporation may issue in any other state or territory or in any foreign country, any kind of insurance which any fire or marine insurance company may be authorized to transact therein by the laws of such state, territory or country.
- (p) Said company may reinsure any risk taken by it, or offered to it on any risk taken by any other fire or marine insurance company, or reinsurance company, whether or not such other company shall be authorized to transact business in this state.
- (q) The words "loss or damage" as used in this act shall include loss of use and occupancy, loss of rents, rental values and profits and consequential damages.

SECTION 4. In addition to the foregoing powers, rights, licenses, privileges, purposes and franchises, the corporation also shall have all of the powers it had prior to its redomestication to Connecticut, including without limitation the following:

The classes of insurance business, as provided in the Illinois Insurance Code, in which the corporation proposes to engage, are Casualty, Fidelity and Surety, and Fire and Marine, etc., and the kinds of insurance in such classes which it proposes to write are:

A. Casualty, Fidelity and Surety Class:

(1) Accident and Health Insurance. Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.

(2) Vehicle Insurance. Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft. Any policy insuring against any loss or liability on account of the bodily injury or death of any person may contain a provision for payment of disability benefits to injured persons and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, including the named insured, irrespective of legal liability of the insured, if the injury or death for which benefits are provided is caused by accident and sustained while in or upon or while entering into or alighting from or through being struck by a vehicle (motor or otherwise), draft animal or aircraft, and such provision shall not be deemed to be accident insurance.

(3) Liability Insurance. Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

(4) Workmen's Compensation Insurance. Insurance of the obligations accepted by or imposed upon employers under laws for workmen's compensation.

(5) Burglary and Forgery Insurance. Insurance against loss or damage by burglary, theft, larceny, robbery, forgery, fraud or otherwise; including all householders' personal property floater risks.

(6) Glass Insurance. Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.

(7) Fidelity and Surety Insurance. 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; or, becoming a surety or guarantor for the performance of any person, co-partnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds. Such obligations shall be known and treated as suretyship obligations and such business shall be known as surety business.

(8) Miscellaneous Insurance. Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause to such sprinkler, pumps, water pipes, plumbing tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hiring.

(9) Other Casualty Risks Insurance. Insurance against any other casualty risk not otherwise specified which may lawfully be the subject of insurance and may properly be classified under the Casualty, Fidelity and Surety Class.

(10) Insurance of Contingent Losses. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any one of the causes enumerated under the Casualty, Fidelity and Surety Class. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(11) Livestock and Domestic Animals Insurance. Insurance against mortality, accident and health of livestock and domestic animals.

B. Fire and Marine, etc., Class:

(1) Fire Insurance. Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

(2) Elements Insurance. Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

(3) War, Riot and Explosion Insurance. Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed, or maintained by the insured).

(4) Marine and Transportation Insurance. Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind, (excluding vehicles operating under their own power or while in storage not incidental to transportation) as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks of perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, trans-shipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance, or use of the subject matter of such insurance, (but not including life insurance or surety bonds); and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

(5) Vehicle Insurance. Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

(6) Property Damage, Sprinkler Leakage and Crop Insurance. Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

(7) Other Fire and Marine Risks Insurance. Insurance against any other property risk not otherwise specified herein, which may lawfully be the subject of insurance and may properly be classified under Fire and Marine, etc. Insurance.

(8) Contingent Losses Insurance. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated under the class of Fire and Marine, etc. Insurance. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

SECTION 5. (1) The amount of the authorized capital of the Company shall be \$8,400,000; the aggregate number of shares which the Company shall have authority to issue without further amendment of this article shall be two thousand (2,000); the par value of each common share shall be \$4,200; and the number of common shares outstanding is one thousand (1,000).

SECTION 6. The business, property and affairs of the corporation shall be managed by the chief executive officer and his delegated officers under the direction of the Board of Directors. The Board of Directors shall be charged with the following responsibilities and duties; selection, surveillance and removal of the chief executive officer and, subject to the provisions of any applicable by-laws, other corporate officers; provision of periodic statements to the shareholders concerning the operation and financial status of the corporation; amendment of the charter and by-laws; authorization or approval of major acquisitions and dispositions of assets; authorization or approval of mergers, consolidations and reorganizations; the taking of action with respect to the issuance, acquisition, retirement or cancellation, redemption or determination of terms, limitations and relative rights and preferences of the corporation's capital stock or any class thereof; the incurrence of major corporate indebtedness; declaration of dividends with respect to outstanding shares of the corporation's capital stock; action with respect to the dissolution of the corporation; and such other responsibilities and duties as may be required by law.

SECTION 7. 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 subdivision (3) of Section 33-374d of the Connecticut Stock 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 33-321 of the Connecticut Stock Corporation Act as in effect on the effective date hereof or as it may be amended from time to time. This Section 6 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 Stock Corporation Act as it may be amended from time to time. Any lawful repeal or modification of this Section 6 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.

FILING #0002655875 PG 10 OF 15 VOL B-00617
FILED 12/23/2003 08:49 AM PAGE 02187
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE



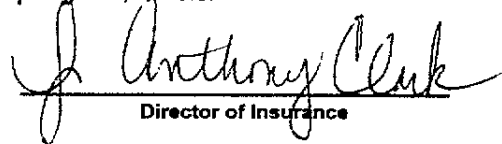
STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001



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 Department of Insurance.

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

Date: DEC 10 2003


Director of Insurance

Articles of Incorporation

of

THE TRAVELERS INDEMNITY COMPANY OF ILLINOIS

Article One: The name of the corporation is The Travelers Indemnity Company of Illinois.

Article Two: The location of the principal office of the corporation is in the City of Naperville, County of Du Page, and State of Illinois.

Article Three: The duration of the corporation is perpetual.

Article Four: The classes of insurance business, as provided in the Illinois Insurance Code, in which the corporation proposes to engage, are Casualty, Fidelity and Surety, and Fire and Marine, etc., and the kinds of insurance in such classes which it proposes to write are:

A. Casualty, Fidelity and Surety Class:

(1) Accident and Health Insurance, being:

Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.

(2) Vehicle Insurance, being:

Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft. Any policy insuring against any loss or liability on account of the bodily injury or death of any person may contain a provision for payment of disability benefits to injured persons and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, including the named insured, irrespective of legal liability of the insured, if the injury or death for which benefits are provided is caused by accident and sustained while in or upon or while entering into or alighting from or through being struck by a vehicle (motor or otherwise), draft animal or aircraft, and such provision shall not be deemed to be accident insurance.

(3) Liability Insurance, being:

Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

(4) Workmen's Compensation Insurance, being:

Insurance of the obligations accepted by or imposed upon employers under laws for workmen's compensation.

(5) Burglary and Forgery Insurance, being:

Insurance against loss or damage by burglary, theft, larceny, robbery, forgery, fraud or otherwise; including all householders' personal property floater risks.

(6) Glass Insurance, being:

Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.

(7) Fidelity and Surety Insurance, being:

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; or, becoming a surety or guarantor for the performance of any person, co-partnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds. Such obligations shall be known and treated as suretyship obligations and such business shall be known as surety business.

(8) Miscellaneous Insurance, being:

Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause to such sprinkler, pumps, water pipes, plumbing tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hiring.

(9) Other Casualty Risks Insurance, being:

Insurance against any other casualty risk not otherwise specified which may lawfully be the subject of insurance and may properly be classified under the Casualty, Fidelity and Surety Class.

(10) Insurance of Contingent Losses, being:

Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any one of the causes enumerated under the Casualty, Fidelity and Surety Class. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(11) Livestock and Domestic Animals Insurance, being:

Insurance against mortality, accident and health of livestock and domestic animals.

B. Fire and Marine, etc., Class:

(1) Fire Insurance, being:

Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

(2) Elements Insurance, being:

Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

(3) War, Riot and Explosion Insurance, being:

Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed, or maintained by the insured).

(4) Marine and Transportation Insurance, being:

Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind, (excluding vehicles operating under their own power or while in storage not incidental to transportation) as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks of perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, trans-shipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance, or use of the subject matter of such insurance, (but not including life insurance or surety bonds); and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

(5) Vehicle Insurance, being:

Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

(6) Property Damage, Sprinkler Leakage and Crop Insurance, being:

Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

(7) Other Fire and Marine Risks Insurance, being:

Insurance against any other property risk not otherwise specified herein, which may lawfully be the subject of insurance and may properly be classified under Fire and Marine, etc. Insurance.

(8) Contingent Losses Insurance, being:

Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated under the class of Fire and Marine, etc. Insurance. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

Article Five: The number of directors of the corporation shall be not less than three nor more than twenty-one natural persons who are at least twenty-one of age and at least three of whom are residents and citizens of the State of Illinois. The first board of directors shall be elected at the first meeting of shareholders, and all directors shall be elected annually thereafter by the shareholders. In all elections for directors every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate his shares, and give one candidate as many votes as the number of directors multiplied by the number of his shares equals, or to distribute them on the same principle among as many candidates as he thinks fit, and directors shall not be elected in any other manner. Each director shall hold office until the next annual meeting of shareholders or until his successor shall have been elected and qualified. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors may be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Article Six: (1) The amount of the authorized capital of the Company shall be \$8,400,000; the aggregate number of shares which the Company shall have authority to issue without further amendment of this article shall be two thousand (2,000); the par value of each

common share shall be \$4,200; and the number of common shares outstanding is one thousand (1,000).

(2) The board of directors shall have the power, by appropriate resolution, to authorize the issuance and sale, from time to time, of all or any part of the shares of authorized but unissued common shares pursuant to permits issued from time to time by the Director of Insurance of the State of Illinois.


Article Seven: The names and addresses of the incorporators are as follows:

R. Ned Brooks
175 W. Jackson Boulevard
Chicago, Illinois

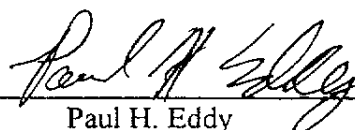
George D. Johnson
175 W. Jackson Boulevard
Chicago, Illinois


James J. McGarr
175 W. Jackson Boulevard
Chicago, Illinois

Dated at Hartford, Connecticut, this 4th day of May, 1998.

By: 
William P. Hannon
Executive Vice President and
Chief Financial Officer

(Seal)


Paul H. Eddy
Assistant Corporate Secretary

Approved this 13 day of May 1998.
State of Illinois
Department of Insurance
By: 

Acting Director of Insurance
Arnold Dutcher

FILING #0002655875 PG 15 OF 15 VOL B-00617
FILED 12/23/2003 08:49 AM PAGE 02192
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } CLERK

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have herunto set my hand,
and affixed the Seal of said State, at Hartford,
this 23rd day of DECEMBER A.D. 2003

Susan Bynum
SECRETARY OF THE STATE