

F00000002861

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: CONSTITUTION INSURANCE COMPANY
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

JEANNE MCGUINNESS
(Name of Person)

CONSTITUTION INSURANCE
(Firm/Company)

717 FIFTH AVENUE
(Address)

NEW YORK, NY 10022-8101
(City/State/Zip)

FILED
 00 MAY 16 AM 11:04
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Jeanen McGuinness at (212) 754-7575
(Name of Person) (Area Code & Daytime Telephone Number)

100002978651--3
 -09/03/99--01082--004
 *****78.75 *****43.75

STREET ADDRESS:

Registration Section
 Division of Corporations
 409 E. Gaines St.
 Tallahassee, FL 32399

MAILING ADDRESS:

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

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 Dual.
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 5/22/00*

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

*Sent 1
 c/w to Dept. of
 Ins.*

*No Pes
 fees*

CONSTITUTION INSURANCE COMPANY



717 Fifth Avenue
New York, NY 10022-8101
Telephone: 212-754-7575
Fax: 212-821-0498
Email: jeanne_mcguinness@ggrca.com

JEANNE M. MCGUINNESS

Assistant Secretary

May 9, 2000

Ms. Susan Payne
Senior Section Administrator
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

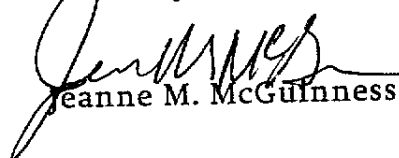
Re: Constitution Insurance Company
Ref No. W00000009015

Dear Ms. Payne:

Enclosed please find the required documentation to register
Constitution Insurance Company with the Florida Division of Corporations. It
is my understanding that we are not required to submit the filing fee.

Thank you for your attention to this matter.

Sincerely,


Jeanne M. McGuinness



A MEMBER COMPANY OF THE GERLING GLOBAL RE GROUP



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 6, 2000

Jeanne M. McGuinness
Constitution Insurance Company
717 Fifth Avenue
New York, NY 10022-8101

SUBJECT: CONSTITUTION INSURANCE COMPANY
Ref. Number: W00000009015

On April 20, 1999 an amended application was submitted to this office to change the name of FOLKSAMERICA NATIONAL REINSURANCE COMPANY to GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA. On August 30, 1999 another amended application was submitted to change the name of GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA to CONSTITUTION INSURANCE COMPANY

The problem occurred when the first amended application was filed in error to FOLKSAMERICA REINSURANCE COMPANY, the incorrect company, as we had no record of FOLKSAMERICA NATIONAL REINSURANCE COMPANY as being qualified as a foreign corporation.

Both of the amendments have been voided as of March 15, 2000. As we briefly discussed, I am forwarding an application to qualify CONSTITUTION INSURANCE COMPANY as this is the current name of the corporation at this time. The fees for the name change amendments can be applied to this filing, therefore, no additional fees are due.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 900A00018513

RECEIVED
00 MAY 16 PM 2:36
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 6, 2000

Ms. Deon Burns, Insurance Examiner
Department of Insurance
200 East Gaines Street
Tallahassee, FL 32399-0329

Dear Ms. Burns:

This is to follow up on our conversation a week or so ago with reference to two name change amendments that were filed in error in this division and also to notify you that the certificates previously forwarded to your department are incorrect.

On April 21, 2000 a name change amendment was filed in error to the record of FOLKSAMERICA REINSURANCE COMPANY, #P05044 changing its name to GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA. Another name change amendment was filed in error on September 3, 1999 changing GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA to CONSTITUTION INSURANCE COMPANY. The actual name of the company that these amendments should have been filed to was FOLKSAMERICA NATIONAL REINSURANCE COMPANY, which never qualified in Florida as a foreign corporation.

At this point the corporation is going to qualify CONSTITUTION INSURANCE COMPANY which is its current name. A certificate of status will be forwarded to you as soon as CONSTITUTION INSURANCE COMPANY qualifies.

Please feel free to contact me at 487-6901 if you have any questions.

Sincerely,

A handwritten signature in cursive script that reads "Susan Payne".

Susan Payne
Senior Section Administrator
Amendment Section



APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. CONSTITUTION INSURANCE COMPANY
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. NEW YORK (State or country under the law of which it is incorporated)
3. 13-2798872 (FEI number, if applicable)
4. 2/10/92 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Registered and licensed by Florida Department of Insurance 2/18/85
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 717 FIFTH AVENUE, NEW YORK, NY 10022-8101
SAME
(Current mailing address)

8. INSURANCE BUSINESS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: John S. Henry
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

FILED
00 MAY 16 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Charles D. Troiano

Address: 717 Fifth Avenue

NY, NY 10022

Vice Chairman: Gerhard Niebuhr

Address: D-50670 Gereonshof

Cologne, Germany

Director: Thomas J. Tartaro

Address: 717 Fifth Avenue

NY, NY 10022-8101

Director: David W. Smith

Address: 717 Fifth Avenue

NY, NY 10022

B. OFFICERS

President: Thomas J. Tartaro

Address: 717 Fifth Ave, NY, NY 10022

Vice President: George J. Perrotta

Address: 717 Fifth Avenue, NY, NY 10022

Secretary: David W. Smith

Address: 717 Fifth Avenue, NY, NY 10022

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

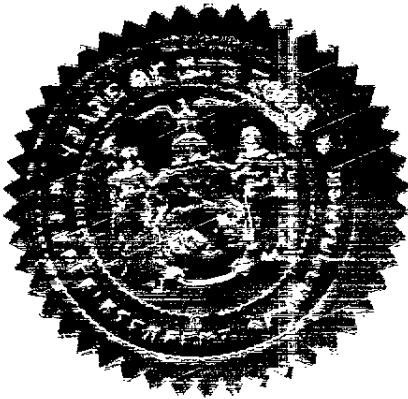
14. David W. Smith
(Typed or printed name and capacity of person signing application)

SHORT CERTIFICATE

**STATE OF NEW YORK
INSURANCE DEPARTMENT**

It is hereby certified that the attached copy of Amended and Restated Charter of GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA, now known as CONSTITUTION INSURANCE COMPANY, of New York, New York, as approved by this Department July 13, 1999,

has been compared with the original on file in this Department and that it is a correct transcript therefrom and of the whole of said original.



**In Witness Whereof, I have here-
unto set my hand and affixed
the official seal of this Department
at the City of Albany, this
6th day of April, 2000.**

Frank M. Damico
Special Deputy Superintendent

CERTIFICATE OF AMENDMENT
OF THE CHARTER OF
CONSTITUTION INSURANCE COMPANY

under Section 805 of the Business Corporation Law of the State of New York and under Section 1206 of the Insurance Law of the State of New York

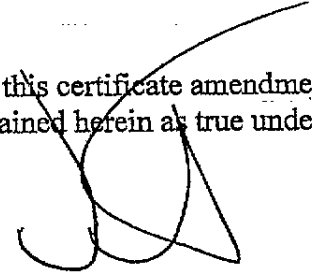
We, the undersigned, Thomas J. Tartaro and David W. Smith, being respectively the President and Secretary of Constitution Insurance Company (the "Corporation"), a New York Corporation, hereby certify as follows:

1. The name of the Corporation is CONSTITUTION INSURANCE COMPANY. The Corporation was incorporated under the name FOLKSAMERICA NATIONAL REINSURANCE COMPANY.
2. The Charter was filed with the State of New York Insurance Department on February 10, 1992, and previously amended on December 30, 1996 and May 12, 1999.
3. The Charter is hereby amended to increase the authorized capital of five million dollars (\$5,000,000) consisting of 500 shares, par value ten thousand dollars (\$10,000) per share, of one class only, to twenty million dollars (\$20,000,000) consisting of 20,000,000 shares, par value one dollar (\$1) per share, of one class only. To effectuate the increase in authorized capital stock, the Corporation shall transfer fifteen million dollars (\$15,000,000) from gross paid-in and contributed surplus to common capital stock.
4. To effect the foregoing amendment, SECTION 10 of the Charter relating to the amount of authorized capital is hereby amended to read in its entirety as follows:
 10. The amount of the authorized capital of the Corporation shall be twenty million dollars (\$20,000,000) and shall consist of 20,000,000 common shares having a par value of one dollar (\$1) per share, of one class only.
5. This amendment to the Charter was authorized by the Board of Directors of the Corporation, followed by the Written Consent of the Sole Shareholder of the Corporation on the 30th day of July 1999.

IN WITNESS WHEREOF, we have signed this certificate amendment on the 30th day of July 1999 and we affirm the statements contained herein as true under the penalties of perjury.



Thomas J. Tartaro
President



David W. Smith
Secretary

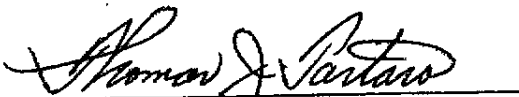
CERTIFICATE OF AMENDMENT
OF THE CHARTER OF
CONSTITUTION INSURANCE COMPANY

under Section 805 of the Business Corporation Law of the State of New York and under Section 1206 of the Insurance Law of the State of New York

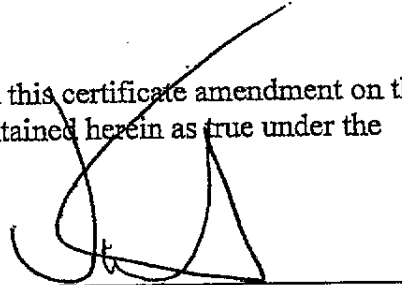
We, the undersigned, Thomas J. Tartaro and David W. Smith, being respectively the President and Secretary of Constitution Insurance Company (the "Corporation"), a New York Corporation, hereby certify as follows:

1. The name of the Corporation is CONSTITUTION INSURANCE COMPANY. The Corporation was incorporated under the name FOLKSAMERICA NATIONAL REINSURANCE COMPANY.
2. The Charter was filed with the State of New York Insurance Department on February 10, 1992, and previously amended on December 30, 1996 and May 12, 1999.
3. The Charter is hereby amended to increase the authorized capital of five million dollars (\$5,000,000) consisting of 500 shares, par value ten thousand dollars (\$10,000) per share, of one class only, to twenty million dollars (\$20,000,000) consisting of 20,000,000 shares, par value one dollar (\$1) per share, of one class only. To effectuate the increase in authorized capital stock, the Corporation shall transfer fifteen million dollars (\$15,000,000) from gross paid-in and contributed surplus to common capital stock.
4. To effect the foregoing amendment, SECTION 10 of the Charter relating to the amount of authorized capital is hereby amended to read in its entirety as follows:
 10. The amount of the authorized capital of the Corporation shall be twenty million dollars (\$20,000,000) and shall consist of 20,000,000 common shares having a par value of one dollar (\$1) per share, of one class only.
5. This amendment to the Charter was authorized by the Board of Directors of the Corporation, followed by the Written Consent of the Sole Shareholder of the Corporation on the 20 day of June 1999.

IN WITNESS WHEREOF, we have signed this certificate amendment on the ___ day of June 1999 and we affirm the statements contained herein as true under the penalties of perjury.



Thomas J. Tartaro
President



David W. Smith
Secretary

**AMENDED AND RESTATED CHARTER
OF
GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA**

Under Section 1206 of the Insurance Law and Section 807 of the Business Corporation Law

The undersigned, being the President and the Secretary of GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA (the "corporation"), hereby certify:

FIRST: The current name of the corporation is GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA. The name under which the company was formed is FOLKSAMERICA NATIONAL REINSURANCE COMPANY.

SECOND: The Charter of the corporation was filed with the New York State Superintendent of Insurance on February 10, 1992 and was amended in accordance with a Certificate of Amendment filed on December 13, 1996.

THIRD: The Charter of the corporation, as amended heretofore, is hereby further amended to effect the following:

The name of the corporation, as reflected in Article I, is changed to CONSTITUTION INSURANCE COMPANY.

FOURTH: The text of the Charter of the corporation is hereby restated as amended to read as herein set forth in full:

**CHARTER
OF
CONSTITUTION INSURANCE COMPANY**

1. The name of the Corporation shall be CONSTITUTION INSURANCE COMPANY.

2. The principal office of the Corporation shall be located in the County of New York, State of New York. The Corporation shall have the power to establish other offices in this State and elsewhere in the United States and in any part of the world and to conduct its business wherever authorized by law.

3. The Corporation shall be authorized to transact the kinds of insurance specified and defined in paragraphs 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 19, 20 and 21 of Section 1113 (a) of the Insurance Law of the State of New York, more particularly as follows:

(3) "Accident and health insurance," means
(i) insurance against death or personal injury by accident or by any specified kind or kinds of accident and insurance against sickness, ailment or bodily injury, including insurance providing disability benefits pursuant to article nine of the workers' compensation law, except as specified in item (ii) hereof; and (ii) non-cancellable disability insurance, meaning insurance against disability resulting from sickness, ailment or bodily injury (but excluding insurance solely against accidental injury) under any contract which does not give the insurer the option to cancel or otherwise terminate the contract at or after one year from its effective date or renewal date.

(4) "Fire insurance," means insurance against loss of or damage to any property resulting from fire, including loss or damage incident to the extinguishment of a fire or to the salvaging of property in connection therewith.

(5) "Miscellaneous property insurance," means loss of or damage to property resulting from:

(A) lightning, smoke or smudge, windstorm, tornado, cyclone, earthquake, volcanic eruption, rain, hail, frost and freeze, weather or climatic conditions, excess or deficiency of moisture, flood, the rising of the waters of the ocean or its tributaries;

(B) insects, or blights, or disease of such property except animals;

(C) electrical disturbance causing or concomitant with a fire or an explosion in public service or public utility property;

(D) bombardment, invasion, insurrection, riot, civil war or commotion, military or usurped power, any order of a civil authority made to prevent the spread of a conflagration, epidemic or catastrophe, vandalism or malicious mischief, strike or lockout, collapse from any cause, or explosion; but excluding any kind of insurance specified in paragraph nine hereof, except insurance against loss of or damage to property resulting from:

(i) explosion of pressure vessels (except steam boilers of more than fifteen pounds pressure) in buildings designed and used solely for residential purposes by not more than four families,

(ii) explosion of any kind originating outside of the insured building or outside of the building containing the property insured,

(iii) explosion of pressure vessels which do not contain steam or which are not operated with steam coils or steam jackets, or

(iv) electrical disturbance causing or concomitant with an explosion in public service or public utility property; or

(E) lateral or vertical subsidence of the earth caused by past or present mining operations.

(6) "Water damage insurance," means insurance against loss or damage by water or other fluid or substance to any property resulting from the breakage or leakage of sprinklers, pumps or other apparatus erected for extinguishing fires or of water pipes or other conduits or containers, or resulting from casual water entering through leaks or openings in buildings or by seepage through building walls, but excluding loss or damage resulting from flood or the rising of the waters of the ocean or its tributaries; and including insurance against accidental injury of such sprinklers, pumps, fire apparatus, conduits or containers.

(7) "Burglary and theft insurance," means:

(A) Insurance against loss of or damage to any property resulting from burglary, theft, larceny, robbery, forgery, fraud, vandalism, malicious mischief, confiscation or wrongful conversion, disposal or concealment by any person, or from any attempt thereof;

(B) Insurance against loss of or damage to moneys, coins, bullion, securities, notes, drafts, acceptances or any other valuable papers or documents, resulting from any cause, except while in the custody or possession of and being transported by any carrier for hire or in the mail; and

(C) Insurance of individuals by means of an all-risk type of policy commonly known as the "Personal Property Floater" against any kind and all kinds of loss of or damage to, or loss of use of, any personal property other than merchandise.

(8) "Glass insurance," means insurance against loss of or damage to glass and its appurtenances resulting from any cause.

(9) "Boiler and machinery insurance," means insurance against loss of or damage to any property of the insured, resulting from explosion of or injury to:

(A) any boiler, heater, or other fired pressure vessel;

(B) any unfired pressure vessel;

(C) pipes or containers connected with any such boilers or vessels;

(D) any engine, turbine, compressor, pump or wheel;

(E) any apparatus generating, transmitting or using electricity; or

(F) any other machinery or apparatus connected with or operated by any such boilers, vessels or machines; and including the incidental power to make inspections of, and issue certificates of inspection upon, any such boilers, apparatus, and machinery, whether insured or otherwise.

(10) "Elevator insurance," means insurance against loss of or damage to any property of the insured, resulting from ownership, maintenance or use of elevators, except loss or damage by fire.

(11) "Animal insurance," means insurance against loss of or damage to any domesticated or wild animal resulting from any cause.

(12) "Collision insurance," means insurance against loss of or damage to any property of the insured resulting from collision of any other object with such property, but excluding collision to or by elevators, or to or by vessels, craft, piers or other instrumentalities of ocean or inland navigation.

(13) "Personal injury liability insurance," means insurance against legal liability of the insured, and against loss, damage or expense incident to a claim of such liability (including the insurer's obligation to pay medical, hospital, surgical and disability benefits to injured persons, and funeral and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, irrespective of legal liability of the insured), arising out of death or injury of any person, or arising out of injury to the economic interests of any person, as the result of negligence in rendering expert, fiduciary or professional service, but excluding any kind of insurance specified in paragraph fifteen except insurance to protect an insured against liability for indemnification or contribution to a third party held responsible for injury to the insured's employee arising out of and in

the course of employment when such insurance is written pursuant to this paragraph and not written pursuant to paragraph fifteen of this subsection.

(14) "Property damage liability insurance," means insurance against legal liability of the insured, and against loss, damage or expense incident to a claim of such liability, arising out of the loss or destruction of, or damage to, the property of any other person, but not including any kind of insurance specified in paragraph thirteen or fifteen hereof.

(15) "Workers' compensation and employers' liability insurance," means insurance against the legal liability, under common law or statute or assumed by contract, of any employer for the death or disablement of, or injury to, his employee, including volunteer firemen's benefit insurance provided pursuant to the volunteer firemen's benefit law and including volunteer ambulance workers' benefit insurance provided pursuant to the volunteer ambulance workers' benefit law.

(16) "Fidelity and surety insurance," means:

(A) Guaranteeing the fidelity of persons holding positions of public or private trust; and indemnifying banks, thrifts, brokers and other financial institutions against loss of money, securities, negotiable instruments, other specified valuable papers and tangible items of personal property caused by larceny, misplacement, destruction or other stated perils including loss while being transported in an armored motor vehicle or by messenger; and insurance for loss caused by the forgery of signatures on, or alteration of, specified documents and valuable papers;

(B) Insurance against losses that financial institutions become legally obligated to pay by reason of loss of customers' property from safe deposit boxes;

(C) Any contract bond; including a bid, payment or maintenance bond or a performance bond where the bond is guaranteeing the execution of any contract other than a contract of indebtedness or other monetary obligation;

(D) An indemnity bond for the benefit of a public body, railroad or charitable organization; a lost security or utility payment bond;

(E) Becoming surety on, or guaranteeing the performance of, any lawful contract, not specifically provided for in this paragraph, except (i) mortgage guaranty insurance, which may only be written by an insurer authorized to write such insurance pursuant to article sixty-five of this chapter, (ii) a contract that falls within the definition of financial guaranty insurance as set forth in paragraph one of subsection (a) of section six thousand nine hundred one of this chapter, or (iii) any insurance contract unless such guaranty is authorized pursuant to subsection (c) of section one thousand one hundred fourteen of this article; and

(F) Becoming surety on, or guaranteeing the performance of, bonds and undertakings required or permitted in all judicial proceedings or otherwise by law

allowed, including surety bonds accepted by states and municipal authorities in lieu of deposits as security for the performance of insurance contracts.

In this chapter "fidelity" insurance shall have the meaning set forth in subparagraphs (A) and (B) of this paragraph.

(17) "Credit insurance," means:

(A) Indemnifying merchants or other persons extending credit against loss or damage resulting from non-payment of debts owed to them, for goods and services provided in the normal course of their business, including the incidental power to acquire and dispose of debts so insured, and to collect any debts owed to such insurer or to the insured, but no insurance may be written as credit insurance if it falls within the definition of financial guaranty insurance as set forth in paragraph one of subsection (a) of section six thousand nine hundred one of this chapter;

(B) Indemnifying any person for expenses disbursed or to be disbursed under a contract in connection with the cancellation of a catered affair; or

(C) Indemnifying any person for tuition expenses disbursed or to be disbursed under a contract in connection with his dismissal or withdrawal from an educational institution; or indemnifying elementary or secondary schools, whether public, private, profit or non-profit, providing education in consideration of a tuition charge or fee against loss or damage in the event of non-payment of the tuition charges or fees of a student or pupil dismissed, withdrawn or leaving before the end of the school year for which the insurance is written. An education institution may not require any person responsible for the payment of a student's or pupil's tuition charge or fee to pay for tuition refund insurance.

(19) "Motor vehicle and aircraft physical damage insurance," means insurance against loss of or damage to motor vehicles or aircraft and their equipment, resulting from any cause, and insurance reimbursing a driver for costs including replacement car rental, commercial transportation and accommodations resulting from an automobile accident or mechanical breakdown occurring fifty miles or more from the driver's principal place of residence or garaging.

(20) "Marine and inland marine insurance," means insurance against any and all kinds of loss of or damage to:

(A) Vessels, hulls, craft, aircraft, cars, automobiles, trailers and vehicles of every kind, and 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 and all risks or 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, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks;

(B) Person 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 nor insurance against loss by reason of bodily injury to the person arising out of ownership, maintenance or use of automobiles);

(C) 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; and

(D) Bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their improvements and betterments, furniture and furnishings, fixed contents and supplies held in storage), including auxiliary facilities and equipment attendant thereto; piers, wharves, docks and slips; other aids to navigation and transportation, including dry docks and marine railways.

In this chapter, "inland marine" insurance shall not include insurance of vessels, crafts, their cargoes, marine builders' risks, or other similar risks, commonly insured only under ocean marine insurance policies.

(21) "Marine protection and indemnity insurance," means insurance against, or against legal liability of the insured for, loss, damage or expense arising out of, or incident to, the ownership, operation, chartering, maintenance, use, repair or construction of any vessel, craft or instrumentality in use in ocean or inland waterways, including liability of the insured for personal injury, illness or death or for loss of or damage to the property of another person.

The Corporation shall also transact such workers' compensation insurance as may be incident to coverages contemplated under paragraphs 20 and 21 of subsection (a) of Section 1113, including insurances described in the Longshoremen's and Harbor Workers' Compensation Act (Public Law No. 803, 69 Cong. as amended; 33 USC Section 901 et seq. as amended).

4. (A) To the extent permitted under Sections 4102(c), 4103(a)(4) and 4104(b) of the Insurance Law of the State of New York, the Corporation may, except with respect to the kinds of insurance defined respectively in the following paragraphs of subsection

(a) of section 1113 of the Insurance Law of the State of New York: life insurance (1) , annuities (2) and title insurance (18), (i) reinsure risks of every kind or description and (ii) write any and all kinds of insurance on risks outside of the United States, its territories and possessions.

(B) The Corporation shall have full power and authority to cede reinsurance of any risks taken by it, and to assume by way of reinsurance risks taken by other insurers or reinsurers.

(C) In addition to any power to engage in any other kind of business than an insurance business which is specifically conferred by the provisions of the Insurance Law of the State of New York, the Corporation may engage in such other kind or kinds of business to the extent necessarily or properly incidental to the kind or kinds of insurance business which the Corporation is authorized to do in the State of New York.

5. (A) The mode and manner in which the corporate powers of the Corporation shall be exercised are through a Board of Directors and through such committees, officers, employees and agents as said Board may authorize, elect, appoint or otherwise empower.

(B) The number of directors of the Corporation may be fixed in accordance with the By-Laws, but at no time shall the number of directors be less than thirteen (13) nor more than twenty-one (21).

(C) At all times a majority of the directors shall be citizens and residents of the United States, and not less than three of the directors shall be residents of the State of New York. Each director shall be at least eighteen years of age.

(D) The directors shall not be required to own any shares of stock in the Corporation.

(E) The Board of Directors shall have the power to make and adopt such By-Laws, rules and regulations for the transaction of business of the Corporation and the

conduct of its affairs, not inconsistent with the Constitution or Laws of the State of New York, or of the United States, or with this Charter, and to alter, amend, modify and/or add to such By-Laws, and/or to repeal the same in whole or in part.

6. (A) The annual meeting of the shareholders of the Corporation shall be held at the principal office of the Corporation or at such other place, within or without New York State, on such date and at such time as fixed in the By-Laws, for the purpose of electing directors and for the transaction of such other business as may properly be brought before the meeting.

(B) At each annual meeting of shareholders of the Corporation, each shareholder of record on the books of the Corporation who shall have held his shares of stock in his own name for at least thirty (30) days immediately prior to such meeting, shall be entitled to one vote, in person or by proxy, for each share of stock so held by him.

(C) The directors shall be chosen and elected at the annual meeting of shareholders of the Corporation by plurality of the whole number of votes cast at such meeting.

(D) All directors elected at the annual meeting of the Corporation shall take office immediately upon election and shall hold office until the next annual meeting of the shareholders of the Corporation and until their successors shall have been duly elected. The shareholders by a majority vote at any meeting may remove any director.

(E) Whenever any vacancy or vacancies shall occur in the Board of Directors, whether by reason of death, resignation, removal or otherwise, the remaining members of the Board, at a meeting called for that purpose, or at any regular meeting, shall elect a director or directors to fill the vacancy or vacancies thus created and each director so elected shall hold office for the unexpired term of the director whose place he has taken. If because of such vacancy or vacancies in the Board of Directors the number of directors be less

than thirteen, the corporation shall not for that reason be dissolved, but the vacancy or vacancies shall be filled as herein provided.

7. The officers of the Corporation shall be elected at the annual meeting of the Board of Directors following the annual meeting of shareholders, at any recessed or adjourned annual meeting of such Board of Directors or at any regular or special meeting of the Board of Directors. One person may be elected to any two offices, except the offices of President and Secretary. The Corporation may provide in its By-Laws for the creation of offices, the method of election thereto and the filling of vacancies therein.

8. The fiscal year of the Corporation shall begin on the first day of January and shall terminate on the 31st day of December in each year.

9. The names and post office residence addresses of the directors who shall serve until the first annual meeting of the Corporation are as follows:

<u>Name</u>	<u>Residence Address</u>
Jared J. Cummins	4 Dogwood Drive Yardley, Pennsylvania 19067
Helen Dell	466 6th Street Brooklyn, New York 11215
Steven E. Fass	11 Cook Place Middletown, New Jersey 07748
Marilyn M. Giannos	230 East 79th Street New York, New York 10021
Per-Olof R. Granstedt	Hemskopsvagen 210 Enskede, Sweden
Morton Greenspan	216-43 28th Road Bayside, New York 11360
Charles R. Griffin	53 Eileen Way Edison, New Jersey 08837
Peter B. Haley	81 Arrowhead Drive Guilford, Connecticut 06437
Stephen S. Kitsakos	Ostander Road P.O. Box 1197 Woodstock, New York 12498
Robert F. McGoldrick	11 Hillcrest Avenue Butler, New Jersey 07405
Monika T. Meditz	81-3777 Avenue Glendale, New York 11385
Warren J. Trace	124 Diamond Lane Old Bridge, New Jersey 08857
James W. Treffinger	22 Wilton Terrace Verona, New Jersey 07044

10. The amount of the authorized capital of the Corporation shall be Five Million Dollars (\$5,000,000) and shall consist of 500 shares having a par value of \$10,000 per share. There will be only one class of stock.

11. The duration of the Corporation shall be perpetual.

12. Any person made or threatened to be made a party to an action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate then is or was a director, officer or employee of the Corporation, or then serves or has served any other corporation in any capacity at the request of the Corporation, shall be indemnified by the Corporation against expenses, judgments, fines and amounts paid in settlement to the full extent that officers and directors are permitted to be indemnified by the laws of the State of New York. The provisions of this paragraph shall not adversely affect any right to indemnification which any person may have apart from the provisions of this paragraph.

FIFTH: The foregoing amendment to the Charter of the corporation was authorized by unanimous written consent of the Board of Directors pursuant to Section 708 of the New York Business Corporation Law and the Sole Shareholder of the corporation pursuant to Section 615 of the New York Business Corporation Law.

IN WITNESS WHEREOF, the undersigned have executed, and signed this Amended and Restated Charter this ____ day of June, 1999, and do hereby affirm the contents to be true under penalties of perjury.

President

Secretary