

P05111

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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DIVISION OF CORPORATIONS
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Name Change
LTS
4-1-03

STROOCK

March 26, 2003

By Express Mail

Frederic Garsson
212-806-5578
fgarsson@stroock.com

Ms. Louise Flemming-Jackson
Amendment Section
Division of Corporations
Florida Department of State
200 East Gaines Street
Tallahassee, Florida 32399-0329

Re: General Security Property and Casualty Company
Approved Reinsurer - Name Change and Address Change
Your Document No. P05111
Our File No. 656078-0003

Dear Ms. Flemming-Jackson:

Please be advised that General Security Property and Casualty Company ("GSPC"), a New York domestic stock property/casualty insurer that is an **approved reinsurer** in your state, and which is listed on your computer system under document number P05111, has changed its name to "Unitrin Preferred Insurance Company". Additionally, GSPC has changed its county of domicile to Onondaga, New York and its principal office is now located at 5784 Widewaters Parkway, Dewitt, New York 13214.

To effectuate GSPC's name change in your state, we enclose the following for GSPC:

1. A completed "Profit Corporation - Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida" and a completed Transmittal Letter.
2. A New York Insurance Department Certified Certificate of Amendment of the Charter showing the name change and county of domicile change for GSPC in Item 3 on page 1.
3. A February 26, 2003 letter from the New York Insurance Department approving the name change and county of domicile change.

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Florida Department of Financial Services
Division of Insurer Services
March 26, 2003
Page 2

4. A \$35.00 check to cover the filing fees.

We respectfully request that you update your records to indicate GSPC's new name and that you provide us with written confirmation of same.

Thank you for your attention to this matter. If you have any questions or require any additional information, please do not hesitate to contact me.

Very truly yours,



Frederic Garsson

Enclosures

cc: Gretchen Wilson
Martin Minkowitz
David Davies

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)

PO5111
(Document number of corporation (if known))

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1. General Security Property and Casualty Company
(Name of corporation as it appears on the records of the Department of State)
2. New York (Incorporated under laws of) 3. February 25, 1985
(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? Approved as of February 18, 2003
5. Unitrin Preferred Insurance Company
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
(New jurisdiction)

Edwin P. Schultz
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Edwin P. Schultz
(Typed or printed name)

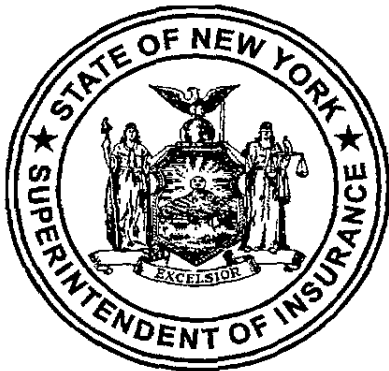
3/14/03
(Date)

Secretary and Treasurer
(Title)

... Show Certificate

**STATE OF NEW YORK
INSURANCE DEPARTMENT**

It is hereby certified that the annexed copy Certificate of Amendment of Charter of General Security Property and Casualty Company, now known as Unitrin Preferred Insurance Company, of DeWitt, New York, as approved by this Department February 18, 2003,
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 March, 2003.


Special Deputy Superintendent

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DIVISION OF CORPORATIONS
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**CERTIFICATE OF AMENDMENT
OF
DECLARATION AND CHARTER
OF
GENERAL SECURITY PROPERTY AND CASUALTY COMPANY
UNDER
SECTION 1206 OF THE INSURANCE LAW OF THE STATE OF NEW YORK
AND
SECTION 805 OF THE NEW YORK BUSINESS CORPORATION LAW**

We, the undersigned Dale S. Hammond and Edwin P. Schultz of General Security Property and Casualty Company (the "Corporation"), a corporation incorporated under the laws of the State of New York, DO HEREBY CERTIFY THAT:

1. The name of the Corporation is General Security Property and Casualty Company. The name under which the Corporation was formed was Unity Fire Insurance Corporation.
2. The Corporation's Charter was filed with the New York State Insurance Department on May 12, 1942.
3. The Corporation's Amended Charter is hereby amended as follows:

Article I of the Corporation's Amended Charter is amended to read in its entirety as follows:

The name of this corporation is:

UNITRIN PREFERRED INSURANCE COMPANY.

The first sentence of Article II of the Corporation's Amended Charter is amended to read in its entirety as follows:

The principal office of the corporation is to be located in the County of Onondaga, State of New York, and it shall have the power to conduct its business wherever authorized by law. 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 to conduct its business wherever authorized by law.

The first sentence of the first paragraph of Article IV of the Corporation's Amended Charter is amended to read in its entirety as follows:

The corporate powers of the corporation shall be exercised by a board of directors, each of whom shall be at least eighteen years of age and a majority of whom shall be citizens and residents of the United States and of whom not less than three shall be residents of the State of New York.

The first sentence of the first paragraph of Article V of the Corporation's Amended Charter shall be amended to read in its entirety as follows:

There shall be an annual meeting of the stockholders of the corporation on the last Friday in April of each year, or on such other day as the directors by resolution or by-law prescribe.

The last sentence of the second paragraph of Article V of the Corporation's Amended Charter is amended to read in its entirety as follows:

The corporation may provide in its by-laws for the creation of other offices, the method of election or appointment of incumbents and the filling of vacancies.

4. This Certificate of Amendment of the Amended Charter was duly authorized by written consent of the Board of Directors of the Corporation, effective January 1, 2003, and by the written consent of the sole shareholder of the outstanding shares of common stock of the Corporation effective January 1, 2003.

IN WITNESS WHEREOF, we have signed this Amendment to the Amended Charter of General Security Property and Casualty Company on this 13th day of February, 2003.

GENERAL SECURITY PROPERTY AND CASUALTY COMPANY

By: Dale S. Hammond

Title: President

By: Edwin P. Schultz

Title: Secretary and Treasurer

STATE OF Florida)
COUNTY OF Duval)

BEFORE ME, the undersigned authority, on this day personally appeared Dale S. Hammond and Edwin P. Schultz, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 13th day of February, 2003.

(Seal)



Angela F. Ellis
My Commission DD036363
Expires June 25, 2005

Angela F. Ellis
Notary Public
Commission Expires: 6/25/05



STATE OF NEW YORK
INSURANCE DEPARTMENT
ONE COMMERCE PLAZA
ALBANY, NEW YORK 12257

George E. Pataki
Governor

Gregory V. Serio
Superintendent

February 26, 2003

Frederic M. Garsson, Esq.
Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, NY 10038-4982

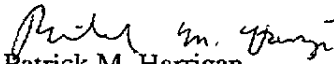
RE: General Security Insurance Company
General Security Property and Casualty Company

Dear Mr. Garsson:

The amendments to the charters of the above companies, effecting their changes of name and address as well as other matters have been approved and placed on file with this Department as of February 18, 2003.

We enclose amended licenses for each company and two certified copies of each amendment. A certified copy of each amendment should be placed on file in the county clerk's offices for both the county the company is leaving and the one it is entering. Both proofs of filing should be returned to the undersigned.

Very truly yours,


Patrick M. Harrigan
Associate Attorney
Office of General Counsel
(518) 474-6623

Encls.
PMH:kjk

<http://www.ins.state.ny.us>