P05621

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October 22, 2002

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Redomestication of QBE Insurance Corporation

Dear Madam or Sir:

On behalf of QBE Insurance Corporation ("QBE"), a licensed insurer in the State of Florida, we hereby provide notice that QBE has redomesticated from Delaware to Pennsylvania. The effective date for the redomestication is September 5, 2002. Enclosed please find (1) a completed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida form, (2) a certified copy of the Amended Articles of Domestication and (3) a check in the amount of $96.25 made payable to the Department of State for the following fees:

1) $35.00 for the application filing fee;

2) $52.50 for a certified copy; and

3) $8.75 for a Certificate of Status.

If you should have any questions or require any additional information, please do not hesitate to contact me at the above-referenced telephone number.

Best regards.

Very truly yours,

John

John N. Emmanuel

Enclosures

cc: Mr. Anthony R. Przybyszewski (with enclosures)
Alan J. Levin, Esquire (without enclosures)

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P05621
Document Number of Corporation (If known)

1. QBE Insurance Corporation
(Name of corporation as it appears on the records of the Department of State)

2. Delaware
(Incorporated under laws of)

3. April 9, 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? N/A

5. N/A
(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.

Pennsylvania
(New jurisdiction)

(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)

September 6, 2002
(Date)

Anthony R. Przybyszewski
(Typed or printed name)

Senior Vice President, Chief Administrative Officer, and Corporate Secretary
(Title)

3094935

200208 0- 175

Filed in the Department of State on SEP 05 2002

Secretary of the Commonwealth

ARTICLES OF DOMESTICATION
OF
QBE INSURANCE CORPORATION

The name of this corporation is QBE Insurance Corporation (the "Corporation"). The Corporation was incorporated in the State of Delaware on May 5, 1980. In connection with its redomestication from the State of Delaware to the State of Pennsylvania, the Corporation's Certificate of Incorporation (the "Certificate") is hereby amended and restated in its entirety, to read as set forth in Articles 1 through 6 below, to conform to Pennsylvania law. This Articles of Domestication of the Corporation as set forth below was duly adopted by Unanimous Written Consent of the sole Shareholder of the Corporation dated August 6, 2002 and by the Board of Directors on August 6, 2002 and all amendments included in such Articles of Domestication have been adopted pursuant to Pennsylvania law and there is no discrepancy between the Certificate and the Articles of Domestication set forth below, other than the inclusion of amendments adopted herein, and the omission of matters of historical interest.

The provisions set forth in this Articles of Domestication and Amended and Restated Articles of Incorporation shall be effective the date the Pennsylvania Department of Insurance grants the Corporation's application to redomesticate to Pennsylvania. This Statement supersedes the original Certificate and all amendments thereto.

200208 0- 178

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
QBE INSURANCE CORPORATION

1. The name of the corporation is:

   QBE Insurance Corporation.

2. The address of its registered office in the Commonwealth of Pennsylvania is:

   c/o CT Corporation System
   1515 Market Street
   Suite 1210
   Philadelphia, PA 19102

3. The purposes of the corporation is to engage in the transaction of the following lines of insurance and reinsurance as defined in Section 202 of the Act of May 17, 1921, P.L. 682, as amended:

   (b)(1) On dwelling houses, stores, and all kinds of buildings, and household furniture and other property, -- against loss or damage, including loss of use or occupancy, by fire, smoke, smudge, lightning, and explosion, whether fire ensue or not, and by tornadoes, cyclones, windstorms, earthquakes, hail, frost, sleet, snow, or flood; against loss or damage by water to any goods or premises, arising from the breakage or leakage of sprinklers, pumps, or other apparatus erected for extinguishing fires, and of water pipes; against accidental injury to such sprinklers, pumps, or other apparatus; against loss or damage caused by the caving in of the surface of the earth above coal mines; against perils to property arising from the ownership or maintenance or from the use of aircraft, automobiles, or other motor vehicles; against loss or damage caused by bombardment, invasion, insurrection, riot, civil war, or commotion, and military or usurped power; and against damage to property as specified in this paragraph by any or all risks not herein specifically designated; and to effect reinsurance of any risk provided for in this clause;

   (2) Upon vessels, boats, cargoes, goods, personal property, merchandise, freight and other property, -- against loss or damage by all or any of the risks of lake, river, canal, and inland navigation and transportation, including all personal property floater risks; upon automobiles, airplanes, seaplanes, dirigibles, or other aircraft, whether stationary or in operation or in transit, against loss or damage by fire, explosion, transportation, collision, or by burglary, larceny, or theft; not including, in any case, insurances against loss by reason of bodily injury to the person; and to effect reinsurance of any risk provided for in this clause;

   (3) Upon vessels, freight, goods, wares, merchandise, specie, bullion, jewels, profits, commissions, bank notes, bills of exchange, and other evidence of debt,

bottomry and respondentia interests, and every insurance appertaining to or connected with marine risks, and risks of transportation and navigation; and to effect reinsurance of any risk provided for in this clause;

(c)(1) Guaranteeing the fidelity of persons holding places of public or private trust; guaranteeing the performance of contracts, other than insurance policies; guaranteeing the performance of insurance contracts, where surety bonds are accepted from insurance companies by states or municipalities in lieu of actual deposits; executing or guaranteeing bonds and undertakings required or permitted in all actions or proceedings or by law allowed; and indemnifying banks, bankers, brokers, financial or moneyed associations, or financial or moneyed corporations, against the loss of any bills of exchange, notes, drafts, acceptances of drafts, bonds, securities, evidences of debt, deeds, mortgages, warehouse receipts, bills of lading, documents, currency, money, gold, platinum, silver, and other precious metals, refined or unrefined, and articles made therefrom, jewelry, watches, necklaces, bracelets, gems, precious and semiprecious stones, and also against loss resulting from damage, except by fire, to the insured's premises, furnishings, fixtures, equipment, safes and vaults therein, caused by burglary, robbery, holdup, theft, or larceny, or attempt thereat, except against loss caused by marine risks or risks of transportation or navigation: Provided, however, That indemnification against the loss of such property may include loss occurring during transportation by an armored motor vehicle accompanied by one or more armed guards. Also guaranteeing any Federal Land Bank against loss by reason of defective title or incumbrances on real property on which any such Federal Land Bank may make a loan secured by a mortgage;

(2) To insure against injury, disablement, or death resulting from traveling or general accident, and against disablement resulting from sickness, and every insurance appertaining thereto, including a funeral benefit to an amount not exceeding one hundred dollars;

(3) To insure against loss of, and damage to, glass, including lettering and ornamentation thereon, and the frame in which the glass is set, resulting from breakage of the insured glass;

(4) To insure any one against loss or damage resulting from accident to, or injury, fatal or non-fatal, suffered by any person for which the person insured is liable; to insure against medical, hospital, surgical and funeral expenses incurred by or on behalf of the persons accidentally injured, including the person insured; to insure against loss or damage to property caused by horses, or by any vehicle drawn by animal power, for which loss or damage the person insured is liable; and to insure against loss or damage to property, for which loss or damage the person insured is liable, but not including any kind of property damage insurance specified in other paragraphs of this section. Nothing in this paragraph shall apply to any kind of insurance against loss or damage resulting from the ownership, maintenance or use of a motor vehicle. Further, nothing contained in this paragraph shall apply to

any kind of workmen's compensation insurance against loss or damage resulting from accident to, or injury, fatal or non-fatal, suffered by an employee for which the person insured is liable or against medical, hospital, surgical and funeral expenses incurred by or on behalf of the employee accidentally injured as provided for in clause (14), subdivision (c) of section 202;

(5) To insure steam boilers, and pipes, flywheels, engines, and machinery connected therewith or operated thereby, against loss caused by explosion or accident; and against loss of or damage to life, person, or property resulting therefrom; and against loss of use and occupancy caused thereby; and to make inspection of, and issue certificates of inspection upon, such boilers, pipes, flywheels, engines, and machinery;

(6) To insure against loss or damage by burglary, larceny, theft, robbery, forgery, fraud, vandalism or malicious mischief (or any one or more of such hazards), and to insure against any and all kinds of loss or destruction of, or damage to, moneys, securities, currencies, scrip, coins, bullion, bonds, notes, drafts, acceptance drafts, bills of exchange, and other valuable papers or documents, except while in the custody or possession of, and being transported by, a carrier for hire or in the mail, and against loss or damage to automobiles and aircraft by burglary, larceny or theft, vandalism or malicious mischief, confiscation or wrongful conversion, disposal or concealment, whether held under conditional sale contract or subject to chattel mortgages, or otherwise, or any one or more of such hazards;

(7) To carry on the business of credit insurance or guaranty, either by agreeing to purchase uncollectible debts or otherwise; and to insure against loss or damage from the failure of persons indebted to the insured to meet their liabilities;

(8) To insure any goods or premises against loss or damage by water or other fluid, caused by the breakage or leakage of sprinklers, pumps, or other apparatus erected for extinguishing fires, or of other conduits or containers, or of water pipes, or caused by casual water entering through leaks or openings in buildings; and against accidental injury, from causes other than fire or lightning, to such sprinklers, pumps, water pipes, conduits, containers, or other apparatus; and against damage from use or occupancy of premises by reason of such loss or damage;

(9) To insure against loss or damage to elevators or other property, except loss or damage by fire, caused by the maintenance, operation, or use of elevators and machinery; loss or legal liability for damage to property resulting from such operation, maintenance, or use of elevators;

(10) To insure horses, cattle, and other live stock;

(11) To insure against loss or damage to motor vehicles and airplanes, seaplanes, dirigibles, or other aircraft (except loss or damage by fire or while being

transported in any conveyance by land or water), including loss by legal liability for damage to property resulting from the maintenance and use of motor vehicles and airplanes, seaplanes, dirigibles, or other aircraft, to insure anyone against loss or damage resulting from accident to, or injury, fatal or non-fatal, suffered by another person, for which the person insured is liable resulting from the ownership, maintenance or use of a motor vehicle, to insure against medical, hospital, surgical and funeral expenses incurred by or on behalf of the persons accidentally injured as a result of the ownership, maintenance or use of a motor vehicle, including the person insured, and in the case of motor vehicle liability insurance, including also an obligation of the insurer to pay disability benefits to injured persons and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, irrespective of the legal liability of the insured when such insurance is issued with and supplemental to such liability insurance;

(13) To insure by means of an all-risk type of policy, commonly known as "The Personal Property Floater Policy," against all risks of loss of or damage to personal property owned by any individual other than merchandise, motor vehicles, aircraft, water-craft (excepting canoes, rowboats, sailboats less than twenty-one feet in length and outboard motor boats), or, personal property, pertaining to the business, trade or profession of the insured (excepting professional books, instruments and other professional equipment owned by the insured); and

(14) To insure against loss or damage resulting from accident to, or injury, fatal or non-fatal, suffered by an employee for which the person insured is liable and to insure against medical, hospital, surgical and funeral expenses incurred by or on behalf of the employee accidentally injured, including the person insured.

The purposes for which the corporation is to be domesticated in the Commonwealth of Pennsylvania include unlimited power to engage in and to do any lawful act concerning any and all lawful business for which business corporations may be incorporated under the Business Corporation law of 1988.

4. Upon domestication, the corporation will be subject to the domestic corporation provisions of the Business Corporation Law of 1988.

5 The amount of capital stock that the corporation is authorized to issue is five thousand (5,000) shares.

6. The duration of the corporation is perpetual.

2002080-180

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Articles of Domestication to be executed this 17th day of August, 2002.

QBE INSURANCE CORPORATION

Name: Anthony R. Przybyszewski

Title: Senior Vice President, Chief Administrative Officer and Corporate Secretary

20020800-181

BEFORE THE INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re:	:	Pursuant to Sections 4161 and 4162 of the Business Corporation Law of 1988, Act of December 21, 1988, P. L. 1444, as amended, 15 Pa.C.S. §§ 4161 and 4162, and Section 357 of the Insurance Company Law, Act of May 17, 1921, P.L. 682, No. 284, as amended, 40 P.S. § 477e
Application of QBE Insurance Corporation for Approval to Redomesticate from the State of Delaware to the Commonwealth of Pennsylvania	:	
	:	Order No. ID-RC-02-16

DECISION AND ORDER

AND NOW, on this 25th day of July 2002, M. Diane Koken, Insurance Commissioner of the Commonwealth of Pennsylvania ("Commissioner"), hereby makes the following Decision and Order:

Pursuant to the Business Corporation Law and the Insurance Company Law and in consideration of the documents, presentations, and reports received, as well as other inquiries and studies as permitted by law, the Commissioner hereby makes the following Findings of Fact:

FINDINGS OF FACT

Identity of the Applicant

1. QBE Insurance Corporation ("QBEIC") is a foreign stock casualty insurance company organized under the laws of Delaware with its principal place of business located in New York, New York.

2. QBEIC is a wholly owned subsidiary of QBE Reinsurance Corporation ("QBE Re"), a domestic stock property insurance company.

3. QBEIC and QBE Re are members of a holding company system with QBE Insurance Group Limited, an Australian based international insurance company, as the ultimate parent.

2002080- 182

12. QBEIC has indicated that its principal place of business will remain in New York, New York.

13. QBEIC has stated that it will transact the business of insurance in the Commonwealth in accordance with applicable laws, including the Insurance Company Law.

14. If any of the above Findings of Fact are determined to be Conclusions of Law, they shall be incorporated in the Conclusions of Law as if fully set forth therein.

CONCLUSIONS OF LAW

1. Section 357 of the Insurance Company Law provides the Commissioner jurisdiction to review and approve the redomestication of QBEIC.

2. A redomestication by a foreign business corporation is provided for in subsection 4161(a) of the Business Corporation Law.

3. The Application satisfies the requirements of all applicable laws and regulations.

4. If any of the above Conclusions of Law are determined to be Findings of Fact, they shall be incorporated in the Findings of Fact as if fully set forth therein.

2002080- 183

BEFORE THE INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re:	:	Pursuant to Sections 4161 and 4162 of the Business Corporation Law of 1988, Act of December 21, 1988, P. L. 1444, as amended, 15 Pa.C.S. §§ 4161 and 4162, and Section 357 of the Insurance Company Law, Act of May 17, 1921, P.L. 682, No. 284, as amended, 40 P.S. § 477e
Application of QBE Insurance Corporation for Approval to Redomesticate from the State of Delaware to the Commonwealth of Pennsylvania	:	
	:	Order No. ID-RC-02-16

ORDER

Upon consideration of the foregoing, the Insurance Commissioner of the Commonwealth of Pennsylvania ("Commissioner") hereby makes the following Order:

The Application of QBE Insurance Corporation ("QBEIC") for approval to redomesticate from the State of Delaware to the Commonwealth of Pennsylvania and the issuance of a Certificate of Authority as a domestic stock casualty insurance corporation, as set forth in the Application, is hereby granted, subject to this Order and the following conditions:

1. QBEIC shall obtain approval of the Redomestication from the State of Delaware Department of Insurance. A certified copy of the approval issued by the State of Delaware Department of Insurance shall be provided to the Commissioner within five (5) days of QBEIC receiving the approval.

2. QBEIC shall file Articles of Domestication with the Pennsylvania Department of State in accordance with subsection 4161(b) of the Business Corporation Law after receipt of the approval of the State of Delaware Department of Insurance and within one year of the date of this order.

3. QBEIC shall comply with the requirements of 40 P.S. § 991.1405 (c)(3) and (4) prior to filing Articles of Domestication with the Pennsylvania Department of State.

2002080-184

4. QBEIC shall file a copy of the Articles of Domestication, as filed with the Pennsylvania Department of State, with the Pennsylvania Insurance Department ("Department") within ten (10) days of receipt from the Pennsylvania Department of State.

5. At the time the Articles of Domestication are filed with the Department, QBEIC shall file an executed copy of Amended and Restated Bylaws that comply with the requirements of Chapter 31 of the Business Corporation Law.

6. At the time the Articles of Domestication are filed with the Department, QBEIC shall surrender its current Certificate of Authority as a foreign insurance corporation in exchange for the issuance of a Certificate of Authority as a domestic stock casualty insurance corporation.

This Order is effective immediately.

M. Diane Koken

M. Diane Koken
Insurance Commissioner
Commonwealth of Pennsylvania

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

SEPTEMBER 30, 2002

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

QBE INSURANCE CORPORATION

I, C Michael Weaver, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Domestication

which appear of record in this department

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Secretary of the Commonwealth

DPOS