

PHICO Insurance Company
One PHICO Drive
P.O. Box 85
Mechanicsburg, PA 17055-0085
Tel 800.382.1378 717.766.1122
Fax 717.766.2837

803104

PHICO

October 29, 1998

Ms. Sandra B. Mortham, Secretary of State
Florida Department of State
Amendment Section
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

000002677420-8
-11/02/98-01022-005
*****96.25 *****52.50

RE: Request for New Certificate of Status

The Kansas Insurance Commissioner, by Order dated August 20, 1998, approved the acquisition of Skandia U.S. Insurance Company (Skandia) by PHICO Insurance Company (PHICO). Closing on the acquisition took place on September 1, 1998. As part of that transaction, the parties agreed that Skandia's name would be changed as quickly as possible after closing. Consistent with that understanding, Amended and Restated Articles of Incorporation were filed with the Kansas Insurance Department. The Amended Articles which change the company name to Pennsylvania Casualty Company (PCC) were approved by the Kansas Insurance Commissioner on October 5, 1998.

Skandia (now PCC) is currently licensed to transact business in Florida. At this time PCC requests a new Certificate of Status to reflect the change in corporate name. I am enclosing the following documents in support of this request:

- 1) Completed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida.
- 2) Completed Articles of Amendment to Articles of Incorporation of Skandia U.S. Insurance Company.
- 3) Check in the amount of \$96.25 for the amendment payable to the Department of State of Florida.
- 4) Certified Articles of Incorporation of Pennsylvania Casualty Company.

Very truly yours,

Frederick M. Faett
Assistant General Counsel

/rh
Enclosures

FILED
9:51 AM - 2 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NY
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11-2-98

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)

1. Skandia U.S. Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Kansas Incorporated under laws of
3. January 20, 1927 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? October 5, 1998
5. Pennsylvania Casualty 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

Barry Persofsky
Signature
Barry Persofsky
Typed or printed name

October 29, 1998
Date
President and Chief Executive Officer
Title

FILED
98 NOV -2 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



STATE OF KANSAS

INSURANCE DEPARTMENT

Certificate

I, KATHLEEN SEBELIUS, Commissioner of Insurance of Kansas, do hereby certify that the following and hereto attached is a true copy of

ARTICLES OF INCORPORATION

AND AMENDMENTS THERETO

OF

PENNSYLVANIA CASUALTY COMPANY

OF

TOPEKA, KANSAS

FILED
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SECRETARY OF STATE
ALLAHASSEE, FLORIDA

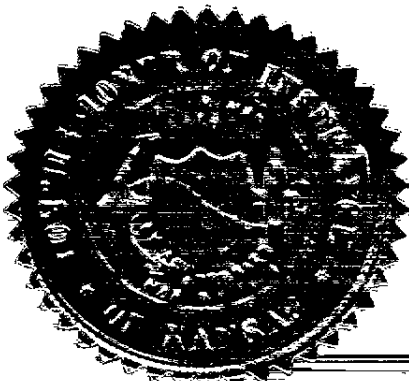
the original of which is now on file and a matter of record in this office.

In Witness Whereof, I, KATHLEEN SEBELIUS, Commissioner of Insurance of Kansas, have hereto affixed by signature and the seal of the Commissioner of Insurance, in the city of Topeka, Kansas, this 6th day of

October 19 98

Kathleen Sebelius
Commissioner of Insurance.

By _____
Assistant Commissioner.



Ron Thornburgh
Secretary of State



2nd Floor, State Capitol
300 S.W. 10th Ave.
Topeka, KS 66612-1594
(785) 296-4564

STATE OF KANSAS

September 17, 1998

WALK-IN

RE: PENNSYLVANIA CASUALTY COMPANY

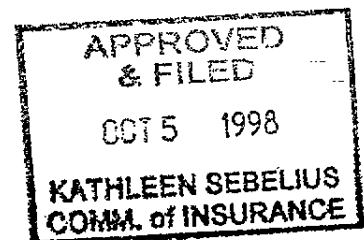
ID #: 38-695-3

To The Corporation

A certified copy of the amendment that was recently filed in the Corporations Division of our office is enclosed.

Every corporation in Kansas is assigned an identification number. Use of this number in any correspondence with our office will give us immediate access to your file and enable us to offer you faster, more efficient service. Your corporation's identification number is at the top of this letter.

ch



Administration (785) 296-4564
FAX (785) 291-3051
Corporations (785) 296-4564
FAX (785) 296-4570

Web Site:
<http://www.ink.org/public/sos>
e-mail:
kssos@ssmail.wpo.state.ks.us

Elections (785) 296-4561
FAX (785) 291-3051
UCC (785) 296-4564
FAX (785) 296-3659

APPROVED
& FILED
OCT 5 1998
KATHLEEN SEBELIUS
COMM. of INSURANCE

CERTIFICATE OF AMENDMENT
OF
SKANDIA U.S. INSURANCE COMPANY

We, Barry Persofsky, President, and Ellen L. Myers, Secretary, of Skandia U.S. Insurance Company (the "Corporation"), a corporation organized and existing under the laws of the State of Kansas, do hereby certify that pursuant to a unanimous written consent in lieu of meeting of the Board of Directors dated September 10, 1998 in accordance with Section 17-6301(F) of the Kansas General Corporation Code, the Board adopted resolutions setting forth the following amendment to the Amended and Restated Articles of Incorporation of the Company and declaring its advisability:

RESOLVED, That, subject to the approval of the Kansas Insurance Department, the Corporation's Amended and Restated Articles of Incorporation be amended and restated as described in Attachment I attached hereto, such Amended and Restated Articles of Incorporation changing, among other things, the name of the corporation to Pennsylvania Casualty Company; and

FURTHER RESOLVED, That the Board of Directors of the Corporation does hereby recommend to and declare it advisable that the stockholders of the Corporation approve pursuant to unanimous written consent in lieu of a meeting in accordance with Section 17-6518 of the Kansas General Corporation Code, the Amended and Restated Articles of Incorporation in the form presented to the Board of Directors; and

FURTHER RESOLVED, That the appropriate officers of the Corporation be, and they hereby are, after approval by the stockholders, authorized to execute, acknowledge, and certify the adoption of this Amended and Restated Articles of Incorporation with the Kansas Insurance Department and the office of the Secretary of State of Kansas; and

FURTHER RESOLVED, that the proper officers of the Corporation are authorized and directed, for and on behalf of the Corporation, to execute, deliver and, if necessary, file such other agreements, documents, financing statements, consents, certificates, amendments, papers, writings and instruments, and to take all other actions as they shall

SECRETARY OF STATE
KANSAS
FILED

1998 SEP 17 PM 2 19

Approved for Filings:
Kathleen Sebellius
Kathleen Sebellius
Commissioner of Insurance

Date: 9/17/1998

ACCEPTED
& FILED
OCT 5 1998
KATHLEEN SEBELIUS
COMM. of INSURANCE

deem necessary or appropriate in order to effectuate the intent of any of the foregoing resolutions.

We further certify that the sole stockholder of the Corporation approved the proposed Amended and Restated Articles of Incorporation as of September 10, 1998, pursuant to a unanimous written consent in lieu of meeting in accordance with Section 17-6518 of the Kansas General Corporation Code.

We further certify that the amendment was duly adopted in accordance with the provisions of Section 17-6602 of the Kansas General Corporation Code.

IN WITNESS WHEREOF, we have hereunto set our hands this Tenth day of September, 1998.

Barry Persofsky
Barry Persofsky
President
Skandia U.S. Insurance Company

Ellen L. Myers
Ellen L. Myers
Secretary
Skandia U.S. Insurance Company

Notary for Barry Persofsky and Ellen L. Myers

State of Pennsylvania }
 } ss.
County of Cumberland }

Be it remembered that before me, a Notary Public in and for the aforesaid County and State, personally appeared Barry Persofsky, the President of Skandia U.S. Insurance Company, and Ellen L. Myers, the Secretary of Skandia U.S. Insurance Company, who are known to me to be the same persons who executed the foregoing certificate and duly acknowledged its execution of the same this 10th day of September, 1998.

(Seal) Cynthia A. Rosborough
Notary Public

My appointment or commission expires August 5, 1999.

Notarial Seal
Cynthia A. Rosborough, Notary Public
Silver Spring Twp., Cumberland County
My Commission Expires Aug. 5, 1999
Member, Pennsylvania Association of Notaries

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SKANDIA U.S. INSURANCE COMPANY

(a Kansas corporation)

APPROVED
& FILED
OCT 5 1998
KATHLEEN SEBELIUS
COMM. of INSURANCE

These Amended and Restated Articles of Incorporation of Skandia U.S. Insurance Company are dated as of September 10, 1998, and shall become effective on said date. The former name of the corporation was The Western Fire Insurance Company which was changed to Nordia Insurance Company on June 2, 1988 and subsequently changed to Skandia U.S. Insurance Company on January 1, 1993; the date of filing with the Secretary of State of the corporation's original Articles of Incorporation was December 16, 1925. These Amended and Restated Articles of Incorporation were duly adopted and approved by the directors and stockholders of the corporation in accordance with Section 17-6605 of the Kansas General Corporation Code.


FIRST: Effective as of this date, the name of the corporation is: PENNSYLVANIA CASUALTY COMPANY.

SECOND: The location of the corporation's registered office in the State of Kansas is: c/o The Corporation Company, Inc., 515 South Kansas Avenue, Topeka, Kansas 66603, ^{Shawnee County} and the name of its registered agent at such address is The Corporation Company, Inc.

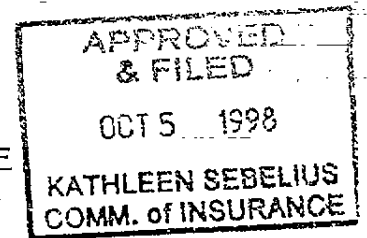
THIRD: The corporation is organized for profit; and the nature, objects and purposes of its business are to engage generally in the business of a fire, casualty, surety and fidelity insurance company, and to do any and all things in connection with such business which now or hereafter shall be permitted by the laws of the State of Kansas, including, but not by way of limitation, any and all of the following:

(a) To make insurances upon property or any valuable interest therein against loss or damage caused by fire, lightning or other electrical disturbances, earthquake, windstorm, cyclone, tornado, tempest, hail, frost, snow, ice, sleet, weather or climatic condition, including excess or deficiency of moisture, flood, rain, or drought, a rising of the waters of the ocean or its tributaries, bombardment, invasion, insurrection, riot, civil war, or commotion, military or usurped power, explosion (including the explosion of steam boilers) or the breaking of flywheels; and to make insurances against loss or damage from any cause to trees, crops and farm products.

(b) To make insurances against loss or damage to property and against the liability of the insured for loss or damage to the property of others caused by water entering through leaks or openings in buildings or from the breakage or leakage of sprinklers, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designated to bring water into buildings or for its storage or utilization therein; or caused by the falling of a tank, tank platform or supports, and against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers.

Approved for filing:

Kathleen Sebelius
Commissioner of Insurance
9/17/1998

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SKANDIA U.S. INSURANCE COMPANY



(c) To make insurances upon teams, automobiles and all vehicles, airplanes, seaplanes, dirigibles, and other aircraft: (1) Against all loss or damage to the same, their fittings and contents from any cause, including the hazards of burglary, theft, or other criminal act, vandalism or malicious mischief; (2) Against loss or damage to property, including legal liability therefor, caused by the operation, maintenance and use of the same.

(d) To make insurances against loss or damage to vessels, craft, aircraft, automobiles and vehicles of every kind, as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, monies, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests, and all kinds of property and interests herein in respect to, pertaining to or in connection with any or all risks or perils of navigation, transit or transportation, including war risks, on or under any seas or 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 incidental thereto; including marine builders' risks and war risks; and from loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including loss or damage to either, arising out of or in connection with the construction, repair, operation, maintenance or use of the subject matter of such primary insurance, but not including life insurance.

(e) To make insurances against loss or damage to horses, cattle, or other livestock and domestic animals by accident, theft or death, or against any known or contingent event whatever which may lawfully be the subject of insurance.

(f) To make insurances against bodily injury or death by accident and against disablement resulting from sickness and every insurance appertaining thereto.

(g) To make insurances against the liability of the insured for the death or disability of or damages suffered by an employee or other person, and to insure the obligations accepted by or imposed upon employers under laws for workmen's compensation.

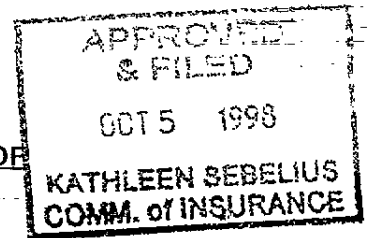
(h) to make insurances against loss of or damage to, or destruction of property of the insured, or to the property interests of the insured, and to insure against such loss or damage to the property of others or to the property interests of others, for which loss or damage the insured may be liable.

(i) To become surety or guarantor for any person, copartnership or corporation in any position or place of trust or as custodian of money or property, public or private; to become a surety or guarantor for the performance by any person, copartnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind.

(j) To make insurances upon titles to property and against loss by reason of defective titles or encumbrances.

(k) To make insurances upon the correctness of searches for all instruments, liens and charges affecting property.

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SKANDIA U.S. INSURANCE COMPANY



(l) To make insurances against loss by reason of the insufficiency of the security conveyed or pledged under mortgage or deed of trust.

(m) To make insurances upon the payment of bonds and notes secured by mortgages or deeds of trust, and to buy and sell mortgages or deeds of trust upon real property and interest therein.

(n) To make insurances against loss or damage which may result from the failure of debtors to pay their obligations to the insured.

(o) To make insurances upon the payment of money for personal services under contracts of hiring.

(p) To make inspections of and issue certificates of inspections upon elevators, boilers, machinery, and all mechanical apparatus and appliances appertaining thereto.

(q) To make insurance against loss of use or occupancy caused by or resulting from any of the risks hereinabove set forth.

(r) To make insurances against any liability, loss or damage from any other risk, hazard or contingency, which may be lawfully the subject of insurance, and specific authority for the transaction of which business is not exclusively delegated to any other class or kind of company by the laws of Kansas.

(s) To insure against consequential loss or damage arising from any of the causes hereinbefore enumerated in this Article THIRD.

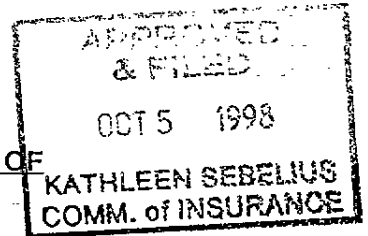
(t) To cede or accept reinsurance on all or any part of any individual risk or risks and on all or any part of any particular class or classes of risks hereinbefore enumerated in this Article THIRD, but only under such circumstances and for such purposes and in such manner and to such extent as is permitted by the laws of the State of Kansas.

(u) To invest and loan such of the corporation's capital, surplus and other funds as it deems advisable, but only for such purposes and in such manner and to such extent as is permitted by the laws of the State of Kansas.

(v) To acquire, hold and convey real estate, or interests therein, but only under such circumstances and for such purposes and in such manner and to such extent as is permitted by the laws of the State of Kansas.

(w) To have one or more offices, to conduct its business, carry on its operations, and promote its objects within and without the State of Kansas, in other states, the District of Columbia, the territories, colonies and dependencies of the United States, and in foreign countries, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency, or country; and to do any and all of the things herein set

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SKANDIA U.S. INSURANCE COMPANY



forth to the same extent as natural persons might or could do and in any part of the world, either alone or in company with others.

(x) And generally, to do and perform all other matters and things lawful and proper to promote the foregoing objects.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this Article THIRD shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraphs, but that the objects, purposes and powers specified in each of the paragraphs of this Article THIRD shall be regarded as independent and cumulative objects, purposes and powers; and the enumeration of specific objects, purposes and powers in this Article THIRD shall not be construed to restrict in any manner the general terms and powers of the corporation, nor shall the expression of one thing be deemed to exclude another although it be of like nature; and the enumeration of objects, purposes and powers herein shall not be deemed to exclude or in any way limit by inference any objects, purposes or powers which the corporation has power to exercise, whether expressly or by force of the laws of the State of Kansas, now or hereafter in effect, or implied by any reasonable construction of such laws.

The corporation shall be operated as a stock insurance company, and may issue policies upon both the participating plan and the nonparticipating plan. The Board of Directors of said corporation may from time to time distribute equitably to the holders of participating policies issued by the corporation such sum out of the earnings as in its judgment is proper, after setting aside from said earnings such sums for dividends to be paid stockholders and for surplus as the Board of Directors shall see fit. Such distribution of earnings may be made by an equitable apportionment to holders of participating policies issued by the corporation irrespective of the class and character of their risk or risks, or the Board of Directors may in its discretion classify the risks of the corporation according to the various hazards covered and distribute such earnings or any portion thereof to the holders of participating policies in each classification according to the experience of the corporation in such classes.

FOURTH: The amount of the capital stock of the corporation shall be Five Million Dollars (\$5,000,000) which shall be divided into Five Hundred Thousand (500,000) shares of the par value of Ten Dollars (\$10) each.

FIFTH: The corporation shall have a perpetual term of existence.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SKANDIA U.S. INSURANCE COMPANY**

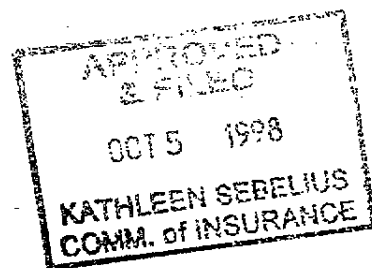
IN WITNESS WHEREOF the undersigned has caused these Amended and Restated Articles of Incorporation to be executed pursuant to the authority of the stockholders and directors as of this 10th day of September, 1998.

SKANDIA U.S. INSURANCE COMPANY

By: Barry Persofsky
Barry Persofsky
President and Chief Executive Officer

ATTESTED as of September 10, 1998.


Ellen L. Myers
Ellen L. Myers
Secretary



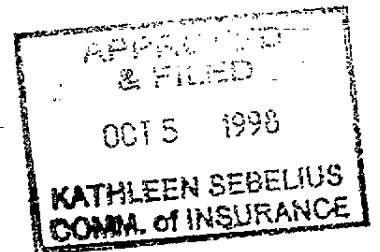
**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SKANDIA U.S. INSURANCE COMPANY**

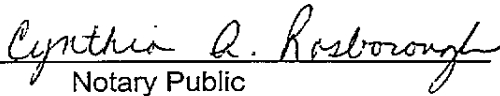
ACKNOWLEDGMENT

The undersigned deposes and says that he has duly executed the attached Amended and Restated Articles of Incorporation of Skandia U.S. Insurance Company dated as of September 10, 1998, for and on behalf of SKANDIA U.S. INSURANCE COMPANY; that he is President of such company, and that he is authorized to execute and file such instrument.


Barry Persofsky

The foregoing affirmation was sworn and signed before the undersigned notary this 10th day of September, 1998.




Notary Public

Notarial Seal
Cynthia A. Rosborough, Notary Public
Silver Spring Twp., Cumberland County
My Commission Expires Aug. 5, 1999
Member, Pennsylvania Association of Notaries

CERTIFICATE OF THE KANSAS SECRETARY OF STATE

Registration No. 38-695-3

I hereby certify the above and foregoing to be true and correct copy of the original filed with the Kansas Secretary of State. Certified on this date: Sept. 17, 1998.

RON THORNBURGH, Secretary of State