



ITT HARTFORD

803620

Hartford Plaza
Hartford, CT 06115
Telephone (860) 547-5000

**OVERNIGHT MAIL
VIA U.S. EXPRESS MAIL**

January 27, 1997

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

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-01/28/97--01186--002
*****96.25 *****96.25

Madame:

Requesting amendment of name of Hartford Casualty Insurance Company. Currently incorrectly registered in Florida as Hartford Casualty Company of NJ.

Enclosed you will find application for amendment, certified Articles of Incorporation and filing fees in amount of Ninety-Six Dollars and Twenty Five Cents (\$96.25). Fees for amendment include:

\$35.00	Filing Fee
52.50	Certified Copy
8.75	Certificate of Status

Please return certified copy and Certificate of Status to me with provided Federal Express envelope.

Any questions regarding this application, please call me at 860/547-5602 or Arleen Simons at 860/547-3370.

Thank you for your cooperation.

Sincerely,

Marcus Komons
(enc)

Marcus Komons
Legal Assistant

Enclosure

Florida.ltr

Jurisdiction
Sp 9/20/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 19 AM 11:06

ITT Hartford Group, Inc.
Hartford Plaza, Hartford, Connecticut 06115



SEND VIA EXPRESS MAIL

September 17, 1997

Ms. Susan Paine
Florida Department of State
Division of Corporations - Amendment Section
409 East Gaines Street
Tallahassee, Florida 32399

RE: **Hartford Casualty Insurance Company**

Dear Ms. Paine:

In accordance with our telephone conversation today, it is my understanding that the Florida Department of State's records have yet to be amended to reflect the redomestication/merger of Hartford Casualty Insurance Company from New Jersey to Indiana on July 1, 1987. As we have discussed, in 1987, the redomestication of Hartford Casualty Insurance Company could only be accomplished through the merger of a New Jersey domestic insurer into a licensed foreign insurer. The details of the redomestication/merger are detailed in the attached letter dated September 11, 1997 from Harry W. Haenni, Assistant Chief Insurance Examiner. Also enclosed is the original certified copy of the Articles of Merger and Agreement of Merger. It is my understanding that the filing of these documents will allow you to amend your records to reflect the redomestication/merger and amend the name of the company from Hartford Casualty Insurance Company of Indiana to Hartford Casualty Insurance Company.

As we also discussed today, I have previously requested a certified copy of the amendment and a Certificate of Status. I look forward to receiving these documents in order to close my file on this matter.

Please feel free to call me at (860)547-3370 if you need to contact me for any reason. I do appreciate and thank you for your patience in this matter.

Sincerely,

Arleen V. Simons
Legal Assistant

AVSFL91.7

Hartford Plaza
Hartford, CT 06115
860 547 5000



ITT HARTFORD

Hartford Plaza
Hartford, CT 06115
Telephone (860) 547-5000

VIA FACSIMILE
904-487-6013

February 12, 1997

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

Re: Redomestication of Hartford Casualty Insurance Company (N.J.)

Dear Ms. Payne:

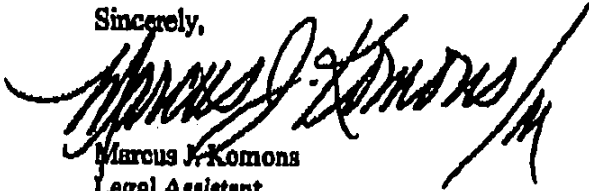
Pursuant to your conversation of February 6, 1997 with Arleen Simons, enclosed is a photocopy of the New Jersey Insurance Department's approval of the redomestication of Hartford Casualty Insurance Company from New Jersey to Indiana.

As discussed with Ms. Simons, your records should reflect the redomestication of Hartford Casualty Insurance Company from the State of New Jersey to the State of Indiana.

In addition to faxing this letter, I am sending you the hard copy of this letter and the attachment via regular mail. Additional questions should be directed to Arleen Simons at 860-547-3370.

Thank you for your cooperation.

Sincerely,


Marcus J. Komons
Legal Assistant

Enclosure
payne.ltr

ITT Hartford Group, Inc.
Hartford Plaza, Hartford, Connecticut 06115



State of New Jersey
DEPARTMENT OF BANKING AND INSURANCE
CN-325
TRENTON NJ 08625-0325
(609) 292-5360

CHRISTINE TODD WHITMAN
Governor

ELIZABETH E. RANDALL
Commissioner

September 11, 1997

Hartford Casualty Insurance Company
Hartford Plaza
Hartford, CT 06115

Attention: Arleen V. Simons
Legal Assistant

Re: Hartford Casualty Insurance Company

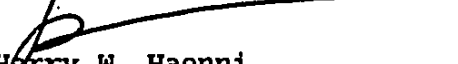
Dear Ms. Simons:

Pursuant to your request, I have enclosed a certified copy of the Articles of Merger filed in this Department on July 1, 1987, effectively approving the redomestication of the Hartford Casualty Insurance Company from the State of New Jersey to the State of Indiana.

In 1987, the redomestication of a New Jersey domestic insurer could only be accomplished through the merger of such domestic insurer into a licensed foreign insurer. Pursuant to the provisions of N.J.S.A. 17:27-4, the filing of such agreement of merger or consolidation provides that such agreement may be carried into effect as provided therein. New Jersey statutes do not require that Orders be issued in such instances.

In the event the Florida Insurance Department requires further information, please do not hesitate to contact me.

Very truly yours,


Harry W. Haenni
Asst. Chief Insurance Examiner

HWH:jqb
Enclosure

cc File
Orig to
Florida
Secy of State
RECEIVED

SEP 16 1997

LAW DEPT.

**APPLICATION BY FOREIGN NONPROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
(Pursuant to s. 617.1504, F.S.)**

Vice President & Secretary

Title

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 SEP 19 PM 06
in File

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 19 AM 11:06

(105)
INS 17-70
(R11-96)

State of New Jersey



DEPARTMENT OF BANKING AND INSURANCE

I,*****Elizabeth Randall*****..... *Commissioner of Banking and Insurance of the State of New Jersey* do hereby certify that the annexed is a true copy of
.....*****Articles of Merger between Hartford Casualty Insurance Company (New Jersey) and Hartford Casualty Insurance Company of Indiana dated June 22, 1987*****.....
.....
.....
.....
as taken from and compared with the original**Articles of Merger**.....
.....**filed July 1, 1987**..... now remaining on
file in this Department.

In Testimony Whereof, I have hereunto set my
hand and affixed my Official Seal, at Trenton
this10th..... day
.....September..... A.D. 19 97

A handwritten signature in cursive script, appearing to read "E. Randall".

.....
Commissioner of Banking and Insurance

STATE OF NEW JERSEY
DEPARTMENT OF BANKING AND INSURANCE

CERTIFIED COPY
OF

.....

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.....

FILED

Department of Insurance

JUL 1 1987

Kent D. Main
NEW JERSEY COMMISSIONER

ARTICLES OF MERGER

Pursuant to the provisions of the laws of the State of New Jersey, the undersigned domestic and foreign insurance companies adopt the following Articles of Merger for the purpose of merging one of them into the other:

ARTICLE I. The names of the undersigned insurance companies and the states under the laws of which they are respectively organized are:

<u>Name</u>	<u>State</u>
Hartford Casualty Insurance Company	New Jersey
Hartford Casualty Insurance Company of Indiana	Indiana

ARTICLE II. The laws of the State of New Jersey permit such merger.

ARTICLE III. Hartford Casualty Insurance Company currently has 200,000 shares of Common Stock issued and outstanding. Hartford Casualty Insurance Company of Indiana currently has 300 shares of Common Stock issued and outstanding. The holders of the Common Stock of Hartford Casualty Insurance Company and Hartford Casualty Insurance Company of Indiana, respectively, were the only classes of shareholders entitled to vote upon the Agreement of Merger attached hereto and incorporated herein as Exhibit I. The number of shares of Common Stock entitled to vote thereon were 200,000 and 300, respectively. The vote favoring adoption was 200,000 and 300, respectively. There were no shares voted against such Agreement of Merger.

ATTEST:

HARTFORD CASUALTY
INSURANCE COMPANY

M. S. Wilder

Its Secretary

By *Donald R. Frahm*

Its President

ATTEST:

HARTFORD CASUALTY INSURANCE
COMPANY OF INDIANA

C. M. O'Halloran

Its Secretary

By *Donald R. Frahm*

Its President

Dated: June 22, 1987

Personally appeared before me D.R. Frahm, M.S. Wilder
and C. M. O'Halloran this 22nd day of June, 1987

Chris Laine Godwin

Notary Public

FILED

Department of Insurance

JUL 1 1987

AGREEMENT OF MERGER

HARTFORD CASUALTY INSURANCE COMPANY
(A New Jersey Corporation)

Kent D. Main
COMMISSIONER

and

HARTFORD CASUALTY INSURANCE COMPANY OF INDIANA
(An Indiana Corporation)

THIS AGREEMENT OF MERGER (hereinafter referred to as the "Agreement") made and entered into this 22nd day of June, 1987, by and between HARTFORD CASUALTY INSURANCE COMPANY (hereinafter "Hartford Casualty-NJ"), a stock insurance company incorporated and existing under the laws of the State of New Jersey and having its place of business in Rockaway, New Jersey, and HARTFORD CASUALTY INSURANCE COMPANY OF INDIANA (hereinafter "Hartford Casualty-Indiana" or the "Surviving Corporation"), a stock insurance company incorporated and existing under the laws of the State of Indiana and having its principal place of business in Indianapolis, Indiana, which companies will sometimes be referred to hereinafter as the "Constituent Corporations".

WITNESSETH:

WHEREAS, the Boards of Directors of the Constituent Corporations deem it in the best interests of their respective corporations and shareholders that the domicile of Hartford Casualty-NJ be transferred from the State of New Jersey to the State of Indiana, and that such change of domicile be accomplished by a merger of Hartford Casualty-NJ into Hartford Casualty-Indiana pursuant to the applicable laws of New Jersey and Indiana; and that as a result of said merger Hartford Casualty-Indiana will be the Surviving Corporation; and

WHEREAS, the Charter of Hartford Casualty-NJ authorizes the issuance of a total of four hundred thousand (400,000) shares of common stock with a par value of fifteen dollars (\$15.00) per share, of which two hundred thousand (200,000) shares are issued and outstanding; and the Charter of Hartford Casualty-Indiana authorizes the issuance of a total one thousand (1,000) shares of common stock with a par value of six thousand dollars (\$6,000) per share, of which three hundred (300) shares are issued and outstanding; and

WHEREAS, the intent of this Agreement is to accomplish the aforementioned purposes:

NOW, THEREFORE, in consideration of the premises and of the mutual provisions, agreements, covenants, conditions and grants herein contained, Hartford Casualty-NJ and Hartford Casualty-Indiana, by their respective Boards of Directors and in accordance with the applicable provisions of the statutes of the State of New Jersey and the State of Indiana, have agreed and do hereby agree, each with the other, as follows:

FIRST: Merger. On the effective date of the merger (as defined in Article SECOND of this Agreement), Hartford Casualty-NJ shall be merged, pursuant to the New Jersey Corporation and Insurance Laws and the Indiana Corporation and Insurance Laws, into and with Hartford Casualty-Indiana, and Hartford Casualty-Indiana on such date shall merge Hartford Casualty-NJ with and into itself. Hartford Casualty-Indiana shall be the corporation which survives such merger, and as Surviving Corporation, shall continue and be deemed to continue for all purposes whatsoever after the merger with and into itself.

SECOND: Effective Date and Certain Effects of Merger.

1. This Agreement is expressly conditioned and contingent upon its adoption and approval by (a) the Stockholders of the Constituent Corporations, and (b) the Commissioners of Insurance of the states of New Jersey and Indiana, respectively, and of other appropriate governmental regulatory agencies. The officers and directors of the Constituent Corporations agree to do and perform each and every act and to execute and acknowledge all documents of every character required to make the merger effective under the applicable statutes and regulations of both such states.
2. Upon the performance of the conditions and the happening of the contingencies set forth in subparagraph 1 of Article SECOND hereof, the effective date of the merger (the "Effective Date") shall be July 1, 1987.

3. Except as herein otherwise specifically set forth, as of the Effective Date, the identity, existence, purposes, powers, assets, franchises, property rights and immunities of Hartford Casualty-NJ, including real and personal, tangible and intangible assets, of whatsoever character and wherever located, shall become the assets of Hartford Casualty-Indiana and shall be merged into Hartford Casualty-Indiana, and pursuant to any and all applicable laws, Hartford Casualty-Indiana shall be fully vested therewith. Likewise, as of the Effective Date, Hartford Casualty-Indiana, as the Surviving Corporation, shall assume and shall be liable and responsible for any and all of the legal liabilities and legal obligations of Hartford Casualty-NJ then outstanding, including, without limitation, all liabilities for taxes, all liabilities under insurance contract therefor issued or then on binder and all other legal liabilities and obligations of Hartford Casualty-NJ. The existence of Hartford Casualty-NJ except insofar as it may be continued by statute, shall cease on the Effective Date and thereupon, Hartford Casualty-NJ and Hartford Casualty-Indiana shall become a single corporation, namely Hartford Casualty-Indiana. The Surviving Corporation shall continue as a stock insurance company, shall have the objects and purposes stated in its Certificate of Incorporation, and in general terms shall have the power and authority to transact any business which Hartford Casualty-NJ was empowered and authorized to transact prior to the merger.
4. Hartford Casualty-NJ shall execute and deliver or cause to be executed and delivered all such deeds or other instruments, and shall take or cause to be taken such further or other action, as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all of the aforesaid rights, privileges, powers and franchises and property, and otherwise to carry out the intent and purpose of this Agreement.

THIRD: Jurisdiction and Name. The Surviving Corporation shall be governed by the laws of the State of Indiana and its name shall be changed to "Hartford Casualty Insurance Company".

FOURTH: Conversion of Securities on Merger. The manner of converting the shares of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

Every four hundred (400) shares of common stock of Hartford Casualty-NJ issued and outstanding immediately prior to the merger, and all rights in respect thereof, shall be deemed, immediately upon the Effective Date and without further action, to be one (1) share of the common stock of the Surviving Corporation.

FIFTH: Certificate of Incorporation and By-Laws. From and after the Effective Date, the Charter and By-Laws of the Surviving Corporation shall be those of Hartford Casualty-Indiana as constituted on the Effective Date of the merger. Said Certificate of Incorporation and By-Laws are attached hereto as Exhibits "A" and "B" respectively.

SIXTH: Directors and Officers of the Surviving Corporation. The initial Board of Directors of the Surviving Corporation upon the Effective Date, and thereafter until a regular or special meeting of stockholders called for the purpose of electing Directors, shall consist of the following persons: Michael O'Halloran, Kenneth J. Yeaglin, Lowndes A. Smith, Michael S. Wilder, Patrick J. Salve.

The officers of the Surviving Corporation shall consist of the following persons:

Donald Robert Frahm, President
Lowndes Andrew Smith, Comptroller
J. Richard Garrett, Treasurer
Michael O'Halloran, Vice President and Secretary
Michael Stephen Wilder, Vice President and General Counsel
Patrick Salve, Vice President and Assistant Secretary

SEVENTH: Voidability and Abandonment. Anything herein contained to the contrary notwithstanding, this Agreement of Merger may be terminated and abandoned by mutual consent of the Boards of Directors of the Constituent Corporations at any time prior to its Effective Date.

EIGHTH: Registered Agent. Pursuant to Title 27 of the Indiana Statutes Annotated, Hartford Casualty-Indiana has appointed the Insurance Commissioner of the state of Indiana its registered agent to accept service of process in any suit or proceeding. The address to which a copy of such process shall be mailed is: Michael S. Wilder, Hartford Casualty Insurance Company of Indiana, Hartford Plaza, Hartford, Connecticut 06115.

NINTH: Right to Amend Certificate of Incorporation. The Surviving Corporation reserves the right to amend, alter, change or repeal its Certificate of Incorporation in the manner now or hereafter prescribed by Indiana law, and all rights and powers conferred therein on stockholders, directors and officers are subject to this reserved power.

TENTH: Expenses of Merger. The Surviving Corporation shall pay all expenses of carrying the Agreement of Merger into effect and accomplishing the merger herein provided for; provided, however, that in the event the merger herein provided for shall not be effectuated for any reason, each of the Constituent Corporations shall assume and bear all expenses incurred by or attributable to it. No director or officer of either of the Constituent Corporations or of any parent corporation or subsidiary insurer, shall receive, directly or indirectly, any fee, commission, other compensation or valuable consideration whatever other than regular salary for in any manner aiding, promoting or assisting in the merger.

ELEVENTH: Service Upon Surviving Corporation. The Surviving Corporation agrees that it may be served with process in the State of New Jersey in any proceeding for enforcement of any obligation of Hartford Casualty-NJ as well as for any obligation of the Surviving Corporation arising from the merger, and hereby irrevocably appoints the Insurance Commissioner of the State of New Jersey as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by said Commissioner is: Michael S. Wilder, Hartford Casualty Insurance Company Hartford Plaza, Hartford, Connecticut 06115.

TWELFTH: Descriptive Headings. The descriptive headings of the several Articles and paragraphs of the Agreement are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

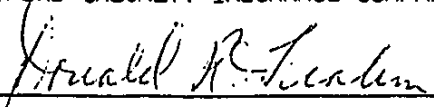
THIRTEENTH: Counterparts. For the convenience of the parties and to facilitate the filing or recording of this Agreement, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, the directors, or a majority of them, of each of the Constituent Corporations have entered into this Agreement of Merger, have duly subscribed their respective names hereto and the Constituent Corporations have caused this Agreement of Merger to be signed in their respective corporate names by their respective Presidents or Vice Presidents and their corporate seals to be hereunto affixed and attested, all as of the day and year first above written.

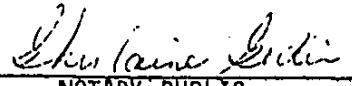
ATTEST:

HARTFORD CASUALTY INSURANCE COMPANY


Secretary

By: 

Personally appeared before me
D. R. Frahm and M. S. Wilder
this 22nd day of June, 1987


NOTARY PUBLIC

My Commission Expires March 31, 1989

Edward N. Bennett
Edward N. Bennett, Director

Donald R. Frahm
Donald R. Frahm, Director

John B. Power
John B. Power, Director

Lowndes A. Smith
Lowndes A. Smith, Director

DeRoy C. Thomas
DeRoy C. Thomas, Director

Michael S. Wilder
Michael S. Wilder, Director

ATTEST:

HARTFORD CASUALTY INSURANCE COMPANY
OF INDIANA

C. M. O'Halloran
Secretary

By: Donald R. Frahm
President

Michael S. Wilder
Michael S. Wilder, Director

Patrick J. Salve
Patrick J. Salve, Director

Kenneth J. Yeaglin
Kenneth J. Yeaglin, Director

C. M. O'Halloran
C. Michael O'Halloran, Director

Lowndes A. Smith
Lowndes A. Smith, Director

Personally appeared before me
D. R. Frahm and C. M. O'Halloran
this 22nd day of June, 1987

Christine Godin
NOTARY PUBLIC

My Commission Expires Mar. 31, 1989

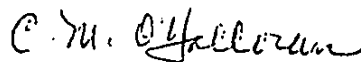
I, M. S. Wilder, Secretary of Hartford Casualty Insurance Company do hereby certify that the above is a true copy of an agreement entered into by Hartford Casualty Insurance Company and Hartford Casualty Insurance Company of Indiana on June 22, 1987. I further certify that said agreement has been adopted by the unanimous vote of the directors and the shareholder of Hartford Casualty Insurance Company and that said agreement remains in full force and effect.

Date: June 24, 1987


Secretary

I, C. M. O'Halloran, Secretary of Hartford Casualty Insurance Company of Indiana do hereby certify that the above is a true copy of an agreement entered into by Hartford Casualty Insurance Company and Hartford Casualty Insurance Company of Indiana on June 22, 1987. I further certify that said agreement has been adopted by the unanimous vote of the directors and the shareholders of Hartford Casualty Insurance Company of Indiana and that said agreement remains in full force and effect.

Date: June 24, 1987


Secretary

0904S

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

To Whom These Presents Come, Greeting:

WHEREAS there has been presented to me at this office Articles of Incorporation in triplicate of

HARTFORD CASUALTY INSURANCE COMPANY OF INDIANA

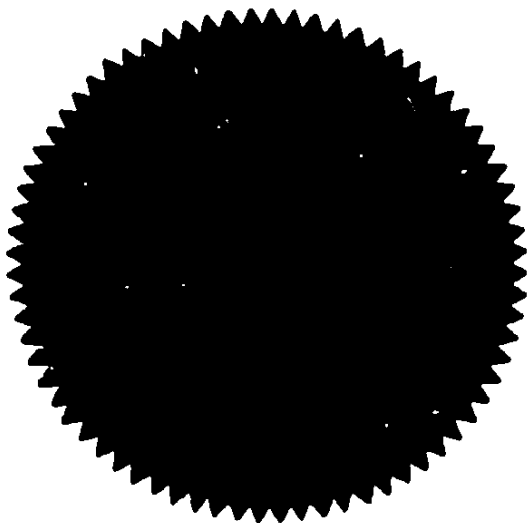
Said Articles having been prepared and signed in accordance with

"An Act concerning insurance, and declaring and emergency", approved March 8, 1935, being Chapter 162 of the Acts of 1935, and Acts amendatory thereof and supplemental thereto,

WHEREAS such Articles of Incorporation have been approved by the Department of Insurance and the Attorney General of the State of Indiana as required by said Act; and

WHEREAS upon due examination I find that they conform to law:

NOW, THEREFORE, I, EVAN BAYH, Secretary of State of the State of Indiana, hereby certify that I have this day endorsed my approval upon the triplicate copies of Articles so presented, and having received the fees required by law, have filed one copy of the Articles and returned the remaining copies bearing the endorsement of my approval to the corporation.



*In Witness Whereof, I have hereunto set my hand and affixed
the seal of the State of Indiana, at the City of Indianapolis,
this.....5th.....day of*

March.....87

Evan Bayh
EVAN BAYH

Secretary of State,

By *Stan G. Davis*

Deputy

APPROVED
DEPARTMENT OF INSURANCE

FEB 27 1987

Henry E. Galt
STATE OF INDIANA

INSURANCE

COMMISSIONER

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ND. SECRETARY OF STAT
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ARTICLES OF INCORPORATION
OF

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COMM. DIV.

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HARTFORD CASUALTY INSURANCE COMPANY OF INDIANA

The undersigned, being seven natural persons of lawful age and citizens of the United States, at least a majority of whom are residents of the State of Indiana, do hereby adopt the following Articles of Incorporation.

- (a) The name of this corporation shall be Hartford Casualty Insurance Company of Indiana.
- (b) The post office address of its principal office shall be:

One College Park, Suite 700
8910 Purdue Road
P.O. Box 68930
Indianapolis, IN 46268-0930

- (c) The purposes for which it is formed are as follows:

- (1) to insure any persons against bodily injury, disablement or death resulting from accident and against disablement resulting from disease and every insurance appertaining thereto;
- (2) to insure against loss or damage resulting from accident to, or injury sustained by, an employee or other person for which accident or injury the insured is liable;
- (3) to insure against loss or damage by burglary, theft or housebreaking;
- (4) to insure glass, its fittings or lettering thereon, against breakage or damage;
- (5) to insure against loss from injury to persons or property which results accidentally from steam-boilers, elevators, electrical devices, engines and all machinery and appliances used in connection therewith or operated thereby; and to make inspection of and issue certificates of inspection upon such boilers, elevators, electrical devices, engines machinery and appliances;

FILED

Department of Insurance

JUL 1 1987

Kent H. Davis
COMMISSIONER

(6) to insure against any loss, expense and/or liability resulting from the ownership, maintenance, use and/or operation of any automobile or other motor vehicle, including complete line coverage on automobiles or other motor vehicles;

(7) to insure against loss or damage by water to any goods or premises arising from the breakage or leakage of sprinklers and/or water-pipes;

(8) to insure against any loss or damage resulting from accident to or injury suffered by any person, for which loss or damage the insured is liable; excepting employer's liability insurance as authorized under subsection (b) of Class 2 of this section above;

(9) to insure persons, associations or corporations against loss or damage by reason of the giving or extending of credit;

(10) to insure against loss or damage on account of encumbrances upon or defects in the title to real estate and against loss by reason of the nonpayment of the principal or interest of bonds, mortgages or other evidences of indebtedness;

(11) to become surety or guarantor for any person, partnership 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 performances by any person, copartnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance, to become surety or guarantor for the performance of insurance contracts where surety bonds are required by states or municipalities;

(12) to insure against legal expenses, such as attorneys fees, court costs, witness fees and incidental expenses incurred in connection with the use of the professional services of attorney-at-law, in consideration of a specified payment for an interval of time, regardless of whether payment is made by the beneficiaries individually or by a third person for them so that the total cost incurred by assuming the obligation is spread directly or indirectly among the group, except those expenses prohibited by Indiana State Statues.

(13) to insure buildings and personal property of every description against loss or damage, including loss of use or occupancy, caused by fire, smoke or smudge, lightning or other electrical disturbance, earthquake, windstorm, cyclone, tornado, tempest, hail, frost or snow, ice, sleet, weather or climatic conditions, including excess or deficiency of moisture, flood, rain or drought, rising of the waters of the ocean, or its tributaries, bombardment, invasion, insurrection, riot, civil war or commotion, military or usurped power, and by explosion, whether fire ensues or not, except explosion of steam-boilers;

(14) to insure against loss or damage from any cause, to crops or farm products and loss rental value of land used in producing such crops or products;

(15) to insure against loss or damage by water or other fluid to any goods or premises arising from the breakage or leakage of sprinklers, pumps, or other apparatus erected for extinguishing fires or of other conducts or containers or by water entering through leaks or openings in buildings and/or water-pipes, and against accidental injury to such sprinklers, pumps, or other apparatus, conducts, containers or water-pipes ; and

(16) to insure vessels, boats, cargoes, goods, merchandise, freight, specie, bullion, jewels, profits, commissions, bank notes, bills of exchange, other evidences of debt, bottomry and respondentia interests, and other property against loss or damage by any or all of the risks of lake, river, canal and inland navigation and transportation, and other insurances appertaining to or connected with marine risks, including complete line coverage automobile insurance, and also insurance on any other property or risk, or the use thereof, by reason of any contingency unless the granting of such insurance is contrary to public policy;

(17) to reinsure risks of every kind or description, except with respect to life insurance and contracts for the payment of annuities, and may, except with respect to life insurance and contracts for the payment of annuities, write any and all kinds of insurance on risks outside of the United States, its territories and possessions;

(18) to engage in any lawful act or activity for which corporations may be organized under the Insurance Code of Indiana.

(19) the corporation may issue any or all of its policies with or without participation in profits, savings or unabsorbed portions of premiums, may classify policies issued on a participating or non-participating basis and may determine the right to participate and the extent of participation of any class or classes of policies as the Board of Directors may determine;

(20) to transact any one or more other kinds of insurance now or hereafter permitted to such corporation under applicable law and for which it is licensed to transact;

- d) The term for which it shall continue as a corporation shall be perpetual.
- e) The amount of authorized capital stock shall be six million dollars (\$6,000,000.00). The aggregate number of shares of common stock which the corporation shall have authority to issue is one thousand (1,000) and the par value thereof is six thousand dollars (\$6,000.00) per share.
- f) The amount of paid-in capital with which the corporation will begin business will be one million two thousand dollars (\$1,002,000).
- g) The plan or principle on which the business is to be conducted is that of a multi-risk stock insurer writing property-casualty lines. The corporations affairs will be managed by its officers and subject to the oversight of its Board of Directors.
- h) The names, occupation and post office address of each of the corporators are as follows:

<u>NAME</u>	<u>OCCUPATION</u>	<u>ADDRESS</u>
Michael O'Halloran	Attorney	Hartford Fire Insurance Co.
Morris W. Kutcher	Attorney	Hartford Plaza
Laurie S. Fornes	Legal Assistant	Hartford, Connecticut 06115
Kenneth Yeaglin	Insurance Co. Employee	One Indiana Square
Ronald May	Insurance Co. Employee	Suite 1800
Vincent Condon	Insurance Co. Employee	Indianapolis, Indiana 46204
Fred Stewart	Insurance Co. Employee	

- i) The number of Directors of the Corporation shall be not fewer than five nor more than twenty. The names, post office address and term of office for each of the first officers and directors are as follows:

<u>NAME</u>		<u>ADDRESS</u>
Donald R. Frahm,	President	Hartford Fire Insurance Co.
Michael O'Halloran,	Director, Vice President	Hartford Plaza
	& Secretary	Hartford, CT. 06115
Michael S. Wilder,	Vice President & General Counsel	
Patrick J. Salve,	Vice President & Secretary	
James R. Garrett,	Treasurer	
Lowndes A. Smith,	Comptroller	
Kenneth Yeaglin,	Director	One Indiana Sq. Suite 1700
		Indianapolis, Indiana 46204

TERM Each of the above named first officers and directors shall be elected to serve until respective successors are elected.

- i) The number of Directors of the Corporation shall be not fewer than five nor more than twenty.
- j) Regular and special meetings of the Board of Directors shall be held at such place as may be designated by the Board of Directors or the Officer or Directors requesting any such meeting to be called.
- k) Both the Directors and the Shareholders shall have the power to make, amend, alter and repeal the bylaws.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 19th days of January, 1987, to three copies of these Articles of Incorporation, each of which shall be deemed an original.

Kenneth Spearlin Fred Hunt
Lincoln P. King Michael O'Leary
Vincent Condon Morris W. Kutcher
Laurie S. Fornes

STATE OF Connecticut)
COUNTY OF Hartford)

ss

Hartford , 1/19, 1987

Personally appeared Michael O'Halloran, Morris W. Kutcher and Laurie S. Fornes, known to me to be the persons who executed the foregoing certificate, and severally acknowledged to me that they executed the same.

Christaine Gordon
Notary Public

My Commission Expires 3/31/89

STATE OF INDIANA)
) SS
COUNTY OF MARION)

INDIANAPOLIS, JAN. 19, 1987

Personally appeared Kenneth Yeaglin, known to me to be the person who executed the foregoing certificate, and acknowledged to me that he executed the same.

Julia A. Nesbit
Julia A. Nesbit
Notary Public
My Commission Expires 04-15-89

STATE OF INDIANA)
) SS
COUNTY OF MARION)

INDIANAPOLIS, JAN. 19, 1987

Personally appeared Ronald May, known to me to be the person who executed the foregoing certificate, and acknowledged to me that he executed the same.

Julia A. Nesbit
Julia A. Nesbit
Notary Public
My Commission Expires 04-15-89

STATE OF INDIANA)
) SS
COUNTY OF MARION)

INDIANAPOLIS, JAN. 19, 1987

Personally appeared Vincent Condon, known to me to be the person who executed the foregoing certificate, and acknowledged to me that he executed the same.

Julia A. Nesbit
Julia A. Nesbit
Notary Public
My Commission Expires 04-15-89

STATE OF INDIANA)

) SS

COUNTY OF MARION)

INDIANAPOLIS, JAN. 19, 1987

Personally appeared Fred Stewart, known to me to be the person who executed the foregoing certificate, and acknowledged to me that he executed the same.

Julia A. Nesbit

Julia A. Nesbit

Notary Public

My Commission Expires 04-15-89

0677L/0668L

STATE OF INDIANA



INDIANAPOLIS

OFFICES OF ATTORNEY GENERAL

LINLEY E. PEARSON, ATTORNEY GENERAL

219 STATE HOUSE

46204

March 5, 1987

CERTIFICATION

I have examined the Articles of Incorporation of Hartford Casualty Insurance Company of Indiana and I certify that they conform to the provisions of the Indiana Insurance Law and are not inconsistent with the State and Federal Constitutions.

Respectfully submitted,

LINLEY E. PEARSON
Attorney General of Indiana

By: Nicholas T. Buschmann
Nicholas T. Buschmann
Deputy Attorney General

NTB/lao:2405b

BYLAWS

of

HARTFORD CASUALTY INSURANCE COMPANY OF INDIANA

ARTICLE I

Name

The Company shall be named Hartford Casualty Insurance Company of Indiana.

ARTICLE II

Stockholders and Stockholders' Meetings

Section 1. Annual Meeting. The annual meeting of the stockholders of the Company shall be held within five (5) months after the close of each fiscal year, at such location, and at such hour as the Board of Directors may appoint, for the election of Directors and for such other business as may properly come before said meeting.

Section 2. Special Meetings. Special meetings of the stockholders may be called at any time by the President, by a majority of the Board of Directors, or Shareholders holding not less than one-fourth (1/4) of all shares outstanding.

Section 3. Notice. Written notice of every meeting of the stockholders and of the time and place thereof shall be given by the secretary or officer of the Company calling the meeting at least thirty days prior to the time appointed for such meeting, which notice shall also state in general terms the purpose or purposes for which the meeting is called. Said requirements of notice shall be deemed to have been waived by attendance at such meeting without protesting the lack of proper notice.

Section 4. Quorum. Holders of the majority of the voting power of shares entitled to vote at any meeting of stockholders shall constitute a quorum for such meeting.

Section 5. Vote. Each stockholder entitled to vote shall be entitled to the number of votes equal to the number of shares of the stock of the Company he holds.

Section 6. Chairman and Secretary of Meeting. At every meeting of the stockholders, the Chairman of the Board of Directors or the President shall serve as Chairman of the meeting. A Secretary of the Company shall keep minutes of the proceedings at said meeting, which minutes shall be made part of the permanent records of the Company. Should such officers be absent or otherwise unable to act as Chairman and Secretary of the meeting, the stockholders shall elect a Chairman and a Secretary by a voice vote.

Section 7. Consent. Any action required by law to be taken at any annual or special meeting of the stockholders, or any action which may be taken at any annual or special meeting of the stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of all the outstanding voting stock of the Company.

ARTICLE III

Directors

Section 1. Company Management. The management of the property and affairs of the Company shall be vested in the Board of Directors.

Section 2. Number of Directors. The number of Directors of the Company shall be not fewer than five nor more than twenty. At each annual meeting of stockholders, Directors shall be chosen by the stockholders. Each Director shall hold office until the next annual meeting of stockholders and until his successor is elected.

Section 3. Vacancies. When any vacancy shall occur in the membership of the Board of Directors, due to resignation, death or otherwise, a majority of the Directors remaining may choose a Director to fill such vacancy. A vacancy which occurs due to an increase in the number of Directors shall be filled by the shareholder at any annual or special meeting.

Section 4. Meetings, Notice. Regular meetings of the Board of Directors shall be held at such time and on such date of each year as may be determined by the Board of Directors. Notice of each such meeting shall be given to the Directors by a Secretary or Assistant Secretary. When so requested by the Chairman of the Board of Directors or by the President, or, in their absence, by any Vice President, special meetings shall be called by a Secretary or Assistant Secretary. Save as otherwise expressly provided, written or printed notice of each regular and special meeting shall be given by a Secretary or Assistant Secretary to all Directors by delivering a copy thereof to each personally, or by mailing a copy thereof to such address as each may designate, at least two days before the time appointed for such meeting. The mailing of a copy of such notice to such address shall be conclusive evidence that notice of such meeting was given to each Director. In the event of an emergency, special meetings of Directors may be called upon less than two days' notice and in such case a Secretary or Assistant Secretary may give such notice, orally or otherwise, as may be most expedient.

Regular and special meetings of the Board of Directors shall be held at such place as may be designated by the Board of Directors or the officer or Directors requesting any such meeting to be called.

The Directors may meet without notice immediately after the adjournment of any annual meeting of the stockholders.

Section 5. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, except the filling of vacancies and the action of a majority of Directors present at a regular or special meeting shall be the act of the Board. At every meeting of the Board, the presiding officer of the meeting shall have the right to vote.

Section 6. Chairman. The Board may elect from its members a Chairman of the Board of Directors who shall, when present, preside at all meetings of the Board of Directors, shall perform such duties as may be assigned to him by the Board of Directors and shall have such authority and powers as an executive officer of the Company as may be granted to him by the Board of Directors. He shall, unless earlier removed from such office by the Board of Directors, hold office for one year and until a successor is elected in his stead by the Board.

Section 7. Record of Meetings. A Secretary of the Company designated by the Board of Directors shall keep a record of meetings of the Board of Directors. In the absence of a Secretary, an Assistant Secretary may be directed by the Chairman of the Board, the President, or any Vice President to keep such records.

Section 8. Executive Committee. The Board of Directors may by affirmative vote of the majority of the whole Board appoint an Executive Committee of three or more members of the Board of Directors, which Executive Committee shall, during the intervals between the meetings of the Board of Directors, have authority to exercise any and all the powers of the Board of Directors. The members of the Executive Committee shall, subject to prior removal by the Board of Directors, hold office until the first meeting of the Board of Directors following the next annual meeting of the stockholders and until their successors have been appointed.

Section 9. Other Committees. The Board of Directors may, by affirmative vote of the majority of the whole Board, appoint such other committees from its own members as it may deem advisable and delegate to such committees such of the powers of the Board of Directors as it may deem judicious.

Section 10. Minutes of Committee Proceedings. Minutes of the proceedings of any committee shall be kept in a book provided for that purpose which shall be open for inspection by any director during regular business hours. The proceedings of any committee shall be read at the next meeting of the Board of Directors. In the absence or disqualification of a member of any committee, the member

or members present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member.

Section 11. Unanimous Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or Committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or Committee.

Section 12. Dividends. The Board of Directors may declare such dividends to the stockholders out of the Company's earnings and surplus as it may deem expedient.

Section 13. Indemnification. Each Director, Officer or employee of the Company, and his heirs, executors or administrators, shall be indemnified or reimbursed by the Company for all expenses necessarily incurred by him in connection with the defense or reasonable settlement of any action, suit or proceeding in which he is made a party by reason of his being or having been a Director, Officer or employee of the Company, or of any other company which he was serving as a Director or Officer at the request of the Company, except in relation to matters as to which such Director, Officer or employee is finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as such Director, Officer or employee. The foregoing right of indemnification or reimbursement shall not be exclusive of any other rights to which he may be entitled under any statute, by-law, agreement, vote of stockholders or otherwise.

ARTICLE IV

Officers

Section 1. Election of Officers. The President, a Vice President, a Secretary and a Treasurer shall be elected by the Board of Directors and any two or more of said offices may be held by one person. The Board may also elect one of its members to serve as Chairman of the Board of Directors and, if there is a Finance Committee, the Board of Directors shall elect one of its members to serve as Chairman of such Committee. The President, or an individual appointed by him, shall have the authority to appoint all other officers, except as stated herein, including one or more Vice Presidents and Assistant Vice Presidents, one or more Associate or Assistant Treasurers, one or more Secretaries and Assistant Secretaries and such other officers as the President may from time

to time designate. All officers of the Company shall hold office during the pleasure of the Board of Directors. The Directors may require any Officer of the Company to give security for the faithful performance of his duties.

Section 2. President. The President shall have the general care, oversight and supervision of the affairs of the Company, subject to the direction of the Board of Directors.

Section 3. Vice Presidents. The Vice Presidents and Assistant Vice Presidents shall perform such duties as may be assigned to them, and exercise such powers as may be granted to them by the Board of Directors, the Chairman of the Board of Directors, or by the President of the Company. In the absence of the President, or when he is unable to act, the Board of Directors may designate the Chairman of the Board or any Vice President to perform the duties imposed upon and to exercise all of the powers granted to the president, as the emergencies of the Company may require.

Section 4. Power to Execute and Deliver Instruments. The President, any Vice President or Assistant Vice President and such other Officers as the Board of Directors shall designate, shall each have power and authority to execute for and on behalf of the Company any and all instruments relating to the property, funds and securities of the Company, including but not by way of limitation, contracts, transfers, assignments, powers of attorney, deeds, conveyances, endorsements and releases of or by the Company. Any such Officer or his appointee shall also have power to represent the interests of the Company at any meeting of any corporation, association or other interests, the stock or obligations of which are held by the Company, or to execute a proxy therefor.

Section 5. Treasurer. The Treasurer shall have the custody of the funds and securities of the Company, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Company, shall deposit all monies and other valuable effects in the name and to the credit of the Company in such depositories as may be designated in accordance with Article V and shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors. The Treasurer or an Associate or Assistant Treasurer may endorse documents requiring endorsements for or on behalf of the Company and may sign all receipts and vouchers for payments made to the Company. The Treasurer or an Associate or Assistant Treasurer shall disburse the funds of the Company as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer or an Associate or Assistant Treasurer may sign with the President or a Vice President, certificates of shares in the capital stock of the Company. They shall also have charge of the stock ledger, stock certificate book

and transfer book, and such other books and papers as the Board may direct. All books and papers shall be open at all reasonable times to the examination of any Director, upon application at the office of the Company during business hours. An Associate or Assistant Treasurer shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board of Directors shall prescribe.

Section 6. Secretaries. The Secretaries and Assistant Secretaries shall perform such duties as may be assigned to them by the Board of Directors, the Chairman of the Board of Directors or by their senior Officers and any Secretary or Assistant Secretary may affix the seal of the Company and attest it and the signature of any Officer to any and all instruments.

ARTICLE V

Funds

All monies belonging to the Company shall be deposited to the credit of the Company, or in such other name as the Board of Directors or any individuals designated by the Board of Directors shall direct, in such bank or banks as may be designated from time to time by the Board of Directors or by any individual designated by the Board of Directors. Such monies shall be drawn only on checks or drafts signed by an Executive Officer of the Company, provided that the Board of Directors may authorize the withdrawal of such monies by check or draft signed with the facsimile signature of any one or more Executive Officers and may authorize such alternative methods of withdrawal as it deems proper.

ARTICLE VI

Clients' Assets

All transfers and other dispositions of funds, securities and other assets of clients shall be effected in like fashion and with like endorsements or authorizations as would be required for similar transfers or dispositions of the Company's own funds, securities and other assets. All Officers shall have like powers and responsibilities with respect to client's funds, securities and other assets as they do with respect to Company funds, securities and other assets, subject to all laws, regulations, contracts and resolutions governing the Company's relationships with clients.

ARTICLE VII

Seal, Amendments and Repeal

Section 1. The Corporate Seal shall consist of the words
"*Hartford Casualty Insurance Company of Indiana *Incorporated 1987
Indiana" in a circle.

Section 2. Both the Directors and the Stockholders shall have
power to make, amend, and repeal such Bylaws, rules and regulations
and to adopt such new ones as may be deemed necessary for the
management of the property and affairs of the Company.

State of Indiana

ss: Indianapolis, Indiana

County of Marion

This is to certify that the foregoing is a true copy of the
Bylaws of Hartford Casualty Insurance Company of Indiana in full
force and effect on this date.

Attest:

Louis S. Jordan

C. M. O'Halloran
Secretary

LSF/0675L/amy