804972

FILED
2002 APR 29 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

RECEIVED
02 APR 24 PM 2:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Account Number: FCA000000017

Reference: (Sub Account)

Date: 4/24/02

Requestor Name: Carlton Fields

Address: Post Office Box 190
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Kim Pullen, CLA (x261)

Corporation Name: Virginia Surety Company, Inc.

Entity Number:

Authorization: Kim Pullen

X Certified Copy (2)

X Certificate of Status (2)

____ New Filings

____ Plain Stamped Copy

____ Annual Report

____ Fictitious Name

X Amendments

____ Registration

000005338120--8

(X) Call When Ready

(X) Call if Problem

( ) After 4:30

(X) Walk In

( ) Will Wait

(X) Pick Up

Amend + NC

CF Internal Use Only

Client: 46499 Matter: 09434

Name: KCB Office: TAL

TAL#501656.01

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 24, 2002

CARLTON FIELDS

TALLAHASSEE, FL

SUBJECT: VIRGINIA SURETY COMPANY, INC.
Ref. Number: 804972

RECEIVED
02 APR 29 AM 11:29

We have received your document for VIRGINIA SURETY COMPANY, INC. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 902A00024952

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
2002 APR 29 PM 12:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

804972
Document Number of Corporation (If known)

1. Virginia Surety Company, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Virginia
(Incorporated under laws of)

3. 12/03/1938
(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? 3/20/02

5. Combined Specialty Insurance Company
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

n/a
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Illinois
(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)

April 23, 2002 4/23/02
(Date)

Ronald D. Markovits
(Typed or printed name)

Vice President & Corporate Secretary
(Title)

AMENDED ARTICLES OF INCORPORATION

OF

VIRGINIA SURETY COMPANY, INC.

ARTICLE I

The corporation name shall be: COMBINED SPECIALTY INSURANCE COMPANY

ARTICLE II

The principal office of the Company is to be located in the County of Cook, in the State of Illinois.

ARTICLE III

The duration of the Company shall be perpetual.

ARTICLE IV

The purpose of the Company is: (1) to engage in the kind of insurance classified under clauses (a), (b), (c), (d), (e), (f), (g), (h), (i), (j), (k) and (l) of Class 2 (Casualty, Fidelity and Surety) and under clauses (a), (b), (c), (d), (e), (f), (g), (h) and (i) of Class 3 (Fire and Marine) of Section 4 of the Illinois Insurance Code; (2) to reinsure risks so classified for other insurers; and (3) to cede risks so classified to other insurers.

ARTICLE V

The corporation powers of the Company shall be exercised by a board of directors consisting of not less than three nor more than twenty-one persons as fixed from time to time in the Company's by-laws. Directors shall be natural persons who are shareholders except while the Company is a wholly owned subsidiary. At least three directors shall be residents and citizens of the State of Illinois. Directors shall be elected at the annual meeting of the shareholders. Any vacancy in the board of directors due to death, resignation, removal or otherwise, and any directorship to be filled by reason of an increase in the number of directors, may be filled by election at an annual meeting, or at a special meeting of shareholders called for that purpose. The terms of office of the directors shall be fixed from time to time in the Company's by-laws.

ARTICLE VI

The Company's authorized capital shall be FIVE MILLION DOLLARS ($5,000,000.00). The number of the Company's authorized common shares shall be

FIVE MILLION (5,000,000) with a par value of ONE DOLLAR ($1.00) per share. Not less than ONE MILLION (1,000,000) common shares are to be issued and sold on organization of the Company.

IN WITNESS WHEREOF, these Amended Articles of Incorporation have been sworn to and executed by David Lee Cole, President and Ronald D. Markovits, Corporate Secretary of Virginia Surety Company, Inc. this 12th day of November, 2001.

VIRGINIA SURETY COMPANY, INC.

By: _____
David Lee Cole, President

ATTEST: _____
Ronald D. Markovits, Corporate Secretary

STATE OF Illinois)
COUNTY OF Cook)

Subscribed and sworn before me this 29th day of November, 2001.

[SEAL]

OFFICIAL SEAL
ALISON J. SAGAMI
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES 11/16/05

_____
Notary Public

Approved 1/28/02
State of Illinois
Department of Insurance
by: _____
Director of Insurance

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date: APR 2 6 2002 Nat Shapo
Director of Insurance

IL446-0135 (9/01)

Printed on Recycled Paper

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE

WHEREAS, the **COMBINED SPECIALTY INSURANCE COMPANY.** located at **COUNTY OF COOK** in the State of Illinois was incorporated pursuant to the provisions of the "Illinois Insurance Code" applicable to said Company:

NOW, THEREFORE, I the undersigned, Director of Insurance of the State of Illinois, do hereby certify the said Company is authorized to transact its appropriate business as set forth under Clause(s)

(a), (b), (c), (d), (e), (f), (g), (h), (i), (j), (k), (l) of Class 2
(a), (b), (c), (d), (e), (f), (g), (h), (i) of Class 3

of Section 4 of the *"Illinois Insurance Code"* in this State, in accordance with the laws thereof.

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of my office.

Done at the City of Springfield, this 26th day of April, 2002.

Nat Shapo

Nathaniel S. Shapo
Director

B 4

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date: APR 2 6 2002

Nat Shapo
Director of Insurance

IL446-0135 (9/01)

Printed on Recycled Paper

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE

Amended Certificate of Authority

Whereas, the COMBINED SPECIALTY INSURANCE COMPANY
(Formerly VIRGINIA SURETY COMPANY, INC.)

located at COUNTY OF COOK, in the State of **Illinois** has complied with all the requirements of the **"Illinois Insurance Code"** applicable to said Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois, do hereby authorize the said Company to transact its appropriate business as set forth under Clause(s)

~~(a), (b), (c), (d), (e), (f), (g), (h), (i), (j), (k), (l) of Class 2~~

~~(a), (b), (c), (d), (e), (f), (g), (h), (i) of Class 3~~

of Section 4 of the **"Illinois Insurance Code"** in this State, in accordance with the laws thereof.

DEPARTMENT OF INSURANCE STATE OF ILLINOIS

In Testimony Whereof, I hereto set my hand and cause to be affixed the Seal of my office. Done at the City of Springfield, this 28th day of January, 20 02.

Nat Shapo

Director of Insurance

Nathaniel S. Shapo,

Blank #87B-Certificate of Authority-Domestic Companies
IL446-0051 (Rev. 8/99)