

805821

Travelers Insurance
A member of citigroup



One Tower Square, 8 MS
Hartford, CT 06183

Cheryle A. Damato
Legal Specialist
Law Department 8MS
Phone: (860) 277-8297
Fax: (860) 277-9407

November 14, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-11/16/01--01005--004
*****43.75 *****43.75

**RE: Gulf Insurance Company
Gulf Underwriters Insurance Company
Travelers Commercial Casualty Company
f/k/a The Travelers Indemnity Company of Missouri
REDOMESTICATION TO THE STATE OF CONNECTICUT**

Ladies and Gentlemen:

As requested in your recent letters (copies attached), I am pleased to submit Amended Applications for the three companies listed above as well as certified copies of the companies' charters and Certificates of Authority issued by the Connecticut Insurance Department.

Would you please send me a certificate from the Florida Secretary of State acknowledging the filing of amended charter documents for the companies?

Enclosed are checks in the amount of \$43.75 from each company in payment of filing fees. Please call if you have any questions.

Sincerely,

Cheryle Damato
Cheryle A. Damato

Attachments

Enclosures

FILED
01 NOV 15 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
Jurisdiction
Change

Spayne 11/16/01

Gene OK
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original state

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. Gulf Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Missouri 3. 9/25/44
Incorporated under laws of 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? _____
5. _____
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.

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

Connecticut (effective 10/1/01)
New Jurisdiction

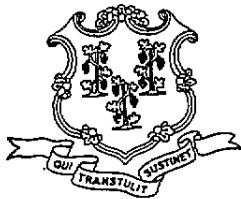
David Jaffa
Signature

11/13/01
Date

David Jaffa
Typed or printed name

Ass't Vice President
Title

FILED
01 NOV 15 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



State of Connecticut *Insurance Department*

This is to Certify, that Gulf Insurance Company

having complied with the laws of the State of Connecticut, is licensed to transact in this state until the first day of May, 2002, unless this license be sooner revoked, the lines of insurance numbered: .01, 02, 03, 04, 05, 06, 07, 08, 09, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 28.

- | | |
|---|-------------------------------------|
| 1. Fire, Extended Coverage and Other Allied lines | 16. Burglary & Theft |
| 2. Homeowners multiple peril | 17. Boiler & Machinery |
| 3. Commercial multiple peril | 18. Credit |
| 4. Earthquake | 19. Reinsurance |
| 5. Growing crops | 20. Life Non-Participating |
| 6. Ocean marine | 21. Life Participating |
| 7. Inland marine | 22. Variable Life Non-Participating |
| 8. Accident and health | 23. Variable Life Participating |
| 9. Workmen's Compensation | 24. Variable Annuities |
| 10. Liability other than auto (B.I. and P.D.) | 25. Title |
| 11. Auto Liability (B.I. and P.D.) | 26. Fraternal Benefit Society |
| 12. Auto physical damage | 27. Mortgage Guaranty |
| 13. Aircraft (All Perils) | 28. Increased Int. Exp. Ins. |
| 14. Fidelity & Surety | 29. |
| 15. Glass | 30. |

Witness my hand and official seal, at HARTFORD,

this 1st day of October, 2001

A handwritten signature in cursive script, reading "Susan F. Cogswell", is written over a faint circular official seal.

Insurance Commissioner
Susan F. Cogswell



STATE OF CONNECTICUT

INSURANCE DEPARTMENT

FILING #0002329212 PG 01 OF 22 VOL B-00447
FILED 10/01/2001 10:59 AM PAGE 00042
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that

- the redomestication of Gulf Insurance Company, a Missouri Corporation, pursuant to Section 38a-58a Connecticut General Statutes is approved, and
- the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile are also approved.

Witness my hand and official seal, at HARTFORD

This 1st day of October 2001

A handwritten signature in dark ink, reading "Susan F. Cogswell".

Susan F. Cogswell
Insurance Commissioner

Certificate of Approval

**CERTIFICATE OF REDOMESTICATION
OF
GULF INSURANCE COMPANY**

GULF INSURANCE COMPANY (the "Company"), a Missouri corporation, in order to change its domicile to Connecticut as permitted pursuant to §38a-58a of the General Statutes of Connecticut, certifies as follows:

1. The name of the Company is Gulf Insurance Company.
2. The Company was incorporated in the State of Missouri on January 22, 1940 where it has remained to this date. Except pursuant to this certificate, the Company has not attempted to change its domicile.
3. By order dated September 4, 2001, the Insurance Department of the State of Missouri has approved the Company request for a change in domicile to Connecticut in accordance with the laws of Missouri and the State of Connecticut. By order dated September 1st, 2001, the Insurance Department of the State of Connecticut approved the Company's application to redomesticate to Connecticut effective October 1, 2001.
4. The Company's plan to redomesticate has been approved unanimously by the Company's Board of Directors and its sole shareholder pursuant to §33-797 of The General Statutes of Connecticut. Said vote meets the requirements of the Company's By-Laws and Missouri law.

IN WITNESS WHEREOF, the Company has executed this Certification as of the 25th day of September, 2001, through its undersigned officers, who hereby state under penalties of false statement that the statements contained in this Certificate are correct.

[Seal]

By: Spiro K. Bantis
Spiro K. Bantis
Executive Vice President, Secretary
and General Counsel

Attest By: James G. Allen
Assistant Secretary

**RESTATED CHARTER
OF
GULF INSURANCE COMPANY**

EFFECTIVE AS OF OCTOBER 1, 2001

Section 1. The name of the corporation is Gulf Insurance Company.

Section 2. The business purposes and powers of said corporation shall be as follows:

A. To conduct and carry on the business of fire, marine, inland marine, surety, title and casualty insurance in the State of Connecticut and other jurisdictions.

B. In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

C. In addition to the rights, powers, privileges and franchises referred to in A. and B. above, and the powers granted to all corporations in the Business Corporation Act of the State of Connecticut, as the same may be amended from time to time, the corporation shall have the power:

1. To make insurance and execute bonds in behalf of, and in favor of, any person, firm, corporation, governmental body or other entity, including, without limitation, the power:

(a) to insure against loss of life or bodily injury by reason of accident, or against loss by reason of disease;

(b) to insure against loss or damage on account of bodily injury or death, by accident, or otherwise, of any person, for which loss or damage any person, firm, corporation, governmental body or other entity may be responsible, and to render service in the prevention of accidents, and in the adjustment of claims for loss or damage;

(c) to issue policies of insurance or bonds guaranteeing the fidelity of persons in positions of trust, public or private; to guarantee also the performance of contract and other obligations, and execute or guarantee bonds and undertakings, required or permitted in all actions or proceedings at law or otherwise, where bonds and undertakings are or may be required; and to insure or indemnify any person, firm, corporation, governmental body or other entity against the loss of negotiable paper, bonds, securities, deeds, documents and money;

(d) to insure against loss or damage by burglary, robbery or theft;

(e) to insure against loss or damage arising or resulting from damage to or breakage of glass;

(f) to insure against loss or damage to goods or premises by water, steam, gas, electricity, oils, chemicals or any similar substance arising or resulting from the breakage or leakage or sprinklers, pipes, tanks or other fixtures or equipment, and against damage to sprinklers, pipes or other fixtures or equipment;

(g) to insure against loss or damage to persons or property arising or resulting from the maintenance, use or operation of elevators, boilers, motors, engines, machinery, pipes, tanks or other mechanical equipment, and to make inspection of and issue certificates of inspection upon elevators, boilers, motors, engines, machinery, pipes, tanks, or other mechanical equipment;

(h) to insure against loss or damage to automobiles or other vehicles, including equipment and property thereon, resulting from accidents, including mechanical breakdown or defects in construction or material, and against loss or damage arising or resulting from injury to or destruction of property due to the ownership, maintenance or use of automobiles or other vehicles, including collision of an automobile or other vehicle with any other vehicle or object;

(i) to examine titles or real and personal property, furnish information relative thereto, and insure owners and others interested therein against loss by reason of incumbrances or defective title;

(j) to carry on the business commonly known as credit insurance, or guarantee, either by agreeing to purchase uncollectible debts, or otherwise to insure against loss or damage from the failure of persons indebted to the assured to meet their liabilities;

(k) to insure against loss of use and occupancy; against loss or profits; and against any other loss resulting from destruction of or damage to property by fire, water, explosion or other calamity;

(l) to reinsure any risk with any other company and to carry on a reinsurance business, and to make reinsurance on insurance risks of every kind undertaken by other insurance companies, associations, corporations, or persons, and in so doing may cooperate with other companies, associations, corporations, or persons; and to make contracts or treaties upon all conditions connected with the reinsurance business; and

(m) to insure or guarantee against loss or damage, direct or indirect, resulting from any other cause, casualty or other insurable risk.

D. The powers of said corporation shall also include but are not limited to the powers and purposes held by said corporation prior to the date of this restatement, as follows:

1. the writing or making of any kind of insurance which a corporation organized and operating pursuant to Chapter 379 of the Revised Statutes of Missouri, as amended, may now or hereafter be authorized to write; including, but not being limited to, insurance on and coverage of all property of every nature and all persons or classes of persons, natural or artificial, public or private, against any or all risks or liability, loss or damage; to write any or all lines of liability, casualty or workmen's compensation insurance; to write all forms of marine insurance; to write safekeeping, fidelity, surety or protection against dishonesty insurance; to make insurance upon health of individuals and against personal injury, disablement or death.
2. The enumeration herein of classes of kinds of insurance or risks or persons covered shall not be deemed to be a limitation on the classes or kinds of insurance which the corporation may write or make. Such enumeration and the business of the corporation is, however, subject to limitations imposed by law upon the corporation.
3. The corporation shall have and may exercise all of the rights, powers and privileges which now or may hereafter be exercised by a corporation of this kind or class organized and existing pursuant to the laws of the State of Missouri.

Section 3. The amount of capital stock of the corporation hereby authorized is one million (1,000,000) shares, \$13.00 par value per share, which stock shall all be common stock.

Section 4. The personal liability to the corporation or its shareholders of a person who is or was a director of the corporation for monetary damages for breach of duty as a director shall be limited to the amount of the compensation received by the director for serving the corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, as defined in of Section 33-840(2) of the Connecticut Business Corporation Act as in effect on the effective date hereof or as it may be amended from time to time, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation, or (e) create liability under Section 33-757 of the Connecticut Business Corporation Act as in effect on the effective date hereof or as it may be amended from time to time. This Section 4 shall not limit or preclude the liability of a person who is or was a director for any act or omission occurring prior to the effective date hereof on the date of filing of a Certificate of Amendment amending the Charter of the corporation with the Secretary of the State of the State of Connecticut. The personal liability of a person who is or was a director to the corporation or its shareholders for breach of duty as a director shall further be limited to the full extent allowed by the Connecticut Business Corporation Act as it may be amended from

time to time. Any lawful repeal or modification of this Section 4 or the adoption of any provision inconsistent herewith by the Board of Directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect any limitation of liability, right or protection existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.



in 1-3-69
by hand
PFK

SECRETARY

OF STATE

To all to Whom these Presents shall Come:

I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of _____

CERTIFICATE OF AMENDMENT AND AMENDMENT

CHANGING THE NAME

OF

WASHINGTON FIRE AND MARINE INSURANCE COMPANY

TO

GULF INSURANCE COMPANY

as the same appears on file and of record in this office.

FILING #0002329212 PG 07 OF 22 VOL B-00447
FILED 10/01/2001 10:59 AM PAGE 00048
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this
23rd day of DECEMBER
Nineteen Hundred and SIXTY-EIGHT

James Kirkpatrick
SECRETARY OF STATE



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

FILING #0002329212 PG 08 OF 22 VOL B-00447

FILED 10/01/2001 10:59 AM PAGE 00049

SECRETARY OF THE STATE

CONNECTICUT SECRETARY OF THE STATE

Corporation Department

Certificate of Amendment

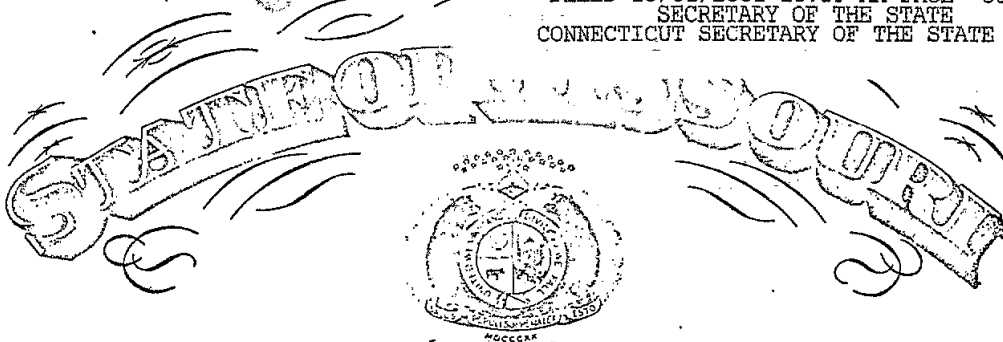
I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that
GULF INSURANCE COMPANY (FORMERLY: WASHINGTON FIRE AND MARINE INSURANCE COMPANY)

a corporation organized under the Laws of Missouri, has delivered to me and that I have filed its Certificate of Amendment of its Articles of Incorporation; that said Corporation has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation and that said Articles are amended in accordance therewith.

IN WITNESS WHEREOF, I hereunto set my hand and affixed
the Great Seal of the State of Missouri, at the City of Jefferson,
this 23rd day of December, A.D. 1968

James C. Kirkpatrick
Secretary of State

Deputy Secretary of State



DIVISION OF INSURANCE
DEPARTMENT OF BUSINESS AND ADMINISTRATION

CERTIFIED COPY

I, ROBERT D. SCHARZ, Superintendent of the Division of Insurance
Department of Business and Administration of the State of Missouri, do hereby
certify that the annexed pages are a true and correct copy of the original

Documents in connection with the amendment of
Article I of the Articles of Incorporation of
WASHINGTON FIRE AND MARINE INSURANCE COMPANY
changing the name to GULF INSURANCE COMPANY,

which said original is now on file in this Division.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be
hereto affixed the seal of said Division, at my office in the City of Jefferson,
this 23rd day of December 19 68

ROBERT D. SCHARZ

SUPERINTENDENT

By

Charles Salmon

DEPUTY SUPERINTENDENT

By

CHIEF CLERK

FORM 3966

Robert D. Scharz

ROBERT D. SCHARZ, Superintendent
Division of Insurance
Department of Business and Administration
State of Missouri



STATE OF MISSOURI

DEPARTMENT OF BUSINESS AND ADMINISTRATION

DIVISION OF INSURANCE

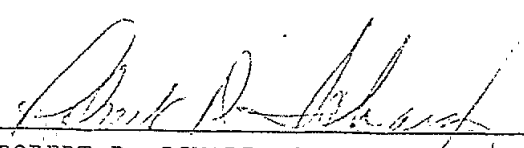
SS

CERTIFICATE OF AMENDMENT

I, Robert D. Scharz, Superintendent, Division of Insurance, Department of Business and Administration, State of Missouri, do hereby certify that WASHINGTON FIRE AND MARINE INSURANCE COMPANY, a corporation organized, existing and licensed under the Insurance Laws of the State of Missouri, has delivered to me and I have filed its Certificate of Amendment amending Article I of the Articles of Incorporation changing the name of the corporation to GULF INSURANCE COMPANY; as more fully set forth in Certificate of Amendment attached hereto.

I further certify that I have examined the Certificate of Amendment and find that it conforms to law; that the proceedings were regular; that the condition and the assets of the company justify the amendment; and that the same will not be prejudicial to the interests of the policyholders, all as provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal of office in Jefferson City, Missouri, this 23rd day of December, 1968.


ROBERT D. SCHARZ, Superintendent
Division of Insurance
Department of Business and Administration
State of Missouri



CERTIFICATE OF AMENDMENT
OF THE
RESTATED ARTICLES OF INCORPORATION
OF
WASHINGTON FIRE AND MARINE INSURANCE COMPANY

Pursuant to Section 375.201, Revised Statutes of Missouri, 1959,
as amended (hereinafter R.S. Mo.), the undersigned corporation certifies
the following:

1. The name of the corporation is WASHINGTON FIRE AND
MARINE INSURANCE COMPANY.
2. On December 6, 1968, there was directly submitted to GULF
INSURANCE COMPANY, pursuant to Section 375, 201-3(1), R.S. Mo., the
owner and holder of all the 50,000 issued and outstanding voting shares of
the capital stock of the corporation, the amendment hereafter set forth.
Gulf Insurance Company waived notice by mail or publication of a meeting
of shareholders, and Gulf Insurance Company agreed and consented to and
voted all 50,000 shares for the terms and adoption hereof and authorized the
officers of Washington Fire and Marine Insurance Company to execute this
certificate.
3. The only Article of the Restated Articles of Incorporation of
Washington Fire and Marine Insurance Company which is amended hereby is
Article One which shall hereafter read as follows:

ARTICLE ONE


The name by which such corporation shall be known is GULF IN-
SURANCE COMPANY.

IN WITNESS WHEREOF the President has executed this instrument
and the Secretary of Washington Fire and Marine Insurance Company has
affixed the corporate seal of the corporation hereto, this 12th day of December,
1968.

WASHINGTON FIRE AND MARINE
INSURANCE COMPANY

By: Ad. [Signature]
President


ATTEST


Secretary

[Corporate Seal]

THE STATE OF TEXAS)
COUNTY OF DALLAS)

I, A. R. BUCHEL, President of WASHINGTON FIRE AND MARINE INSURANCE COMPANY, first being duly sworn, state that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that the facts set forth in said instrument are true and that GULF INSURANCE COMPANY, owner of all the outstanding shares of stock of WASHINGTON FIRE AND MARINE INSURANCE COMPANY, executed a writing voting all of said outstanding shares of stock in favor of the Amendment to the Articles of Incorporation of WASHINGTON FIRE AND MARINE INSURANCE COMPANY set forth in said foregoing instrument.


A. R. Buchel, President

On this 14th day of December, 1968, before me, a Notary Public, personally appeared A. R. BUCHEL, to me known to be the person described in and who executed the foregoing instrument and being by me first duly sworn, did acknowledge that he executed the same as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in Dallas County, Texas, the day and year first above written.

[Seal]



Notary Public, Dallas County, Texas

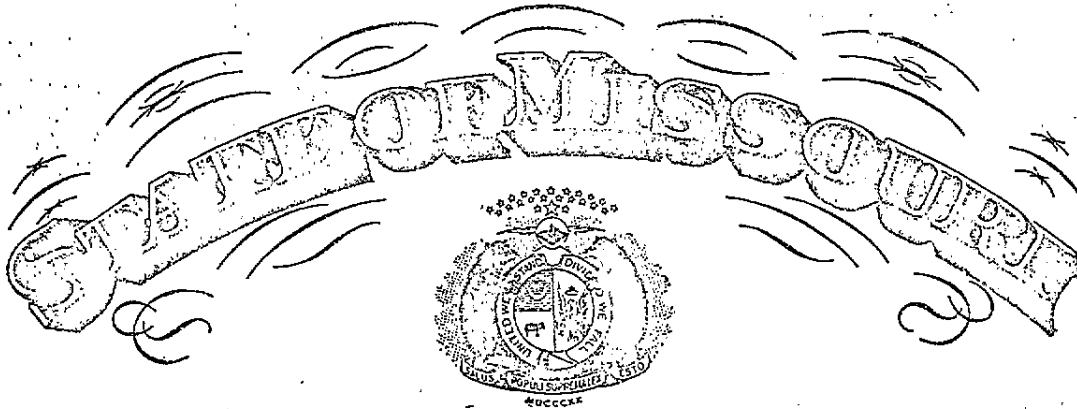
My Commission Expires 1-1-69

CONSENT TO USE OF CORPORATE NAME

The undersigned, A. R. BUCHEL, President of Gulf Insurance Company, a Texas corporation, pursuant to authority granted by the board of directors of the Company by resolutions duly adopted at a special meeting held on December 6, 1968, at which a quorum of directors was present and acting throughout, for and on behalf of the said Company, do hereby consent to the filing of a Certificate of Amendment of the Restated Articles of Incorporation of Washington Fire and Marine Insurance Company, a Missouri corporation, and a wholly owned subsidiary of Gulf Insurance Company, changing the name of Washington Fire and Marine Insurance Company to Gulf Insurance Company, and do further consent to the filing of such Certificate of Amendment with the appropriate insurance authorities of each state in which Washington Fire and Marine Insurance Company is licensed or proposes to be licensed to conduct an insurance business; and to the use of the name Gulf Insurance Company by Washington Fire and Marine Insurance Company. Provided, however, if the name of Gulf Insurance Company, a Texas corporation, shall not have been changed to Gulf Insurance Liquidating Company within ninety (90) days of the date of this consent, this consent shall be automatically revoked and Washington Fire and Marine Insurance Company shall take all necessary steps to change its name to a name other than Gulf Insurance Company.

IN WITNESS WHEREOF, I have hereunto set my signature and affixed the seal of the corporation this 13th day of December, 1968.


August R. Buchel
President
Gulf Insurance Company



DIVISION OF INSURANCE
DEPARTMENT OF BUSINESS AND ADMINISTRATION

CERTIFIED COPY

I, ROBERT D. SCHARZ, Superintendent of the Division of Insurance
Department of Business and Administration of the State of Missouri, do hereby
certify that the annexed pages are a true and correct copy of the original

Amendment of Articles of Incorporation of WASHINGTON FIRE AND
MARINE INSURANCE COMPANY, authorizing the company to increase
their capital stock to 1,000,000 shares of a par value of
\$10.00 each, and restating the Articles of Incorporation

which said original is now on file in this Division.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be
hereto affixed the seal of said Division, at my office in the City of Jefferson,
this 22nd day of November 19 68

ROBERT D. SCHARZ

SUPERINTENDENT

By

Charles Johnson

DEPUTY SUPERINTENDENT

State of Missouri



SECRETARY

OF STATE

To all to Whom these Presents shall Come:

I, JAMES C. KIRKPATRICK, Secretary of State of Missouri,
do hereby certify that the records in my office and in my
care and custody as Secretary of State show that

WASHINGTON FIRE AND MARINE INSURANCE COMPANY

a corporation organized and existing under the Laws of the
State of Missouri has filed in this office an Amendment and
Restated Articles of Incorporation and such has been approved
by the Superintendent of the Division of Insurance.

In Testimony Whereof, I hereunto set my hand and affix
the seal of my office. Done at the City of Jefferson, this
2nd day of December A. D., 19 43.

James C. Kirkpatrick

SECRETARY OF STATE

CHIEF CLERK

STATE OF MISSOURI

DEPARTMENT OF BUSINESS AND ADMINISTRATION

SS

DIVISION OF INSURANCE

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SECRETARY OF THE STATE

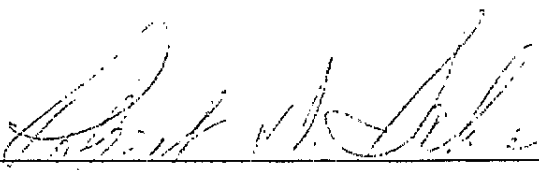
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE OF AMENDMENT

I, Robert D. Scharz, Superintendent, Division of Insurance, Department of Business and Administration, State of Missouri, do hereby certify that WASHINGTON FIRE AND MARINE INSURANCE COMPANY, a corporation organized, existing and licensed under the Insurance Laws of the State of Missouri, has delivered to me and I have filed its Certificate of Amendment amending Article IV increasing the capital stock to 1,000,000 shares of a par value of \$10.00 each, and restating the Articles of Incorporation; as more fully set forth in Certificate of Amendment attached hereto.

I further certify that I have examined the Certificate of Amendment and find that it conforms to law; that the proceedings were regular; that the condition and the assets of the company justify the amendment; and that the same will not be prejudicial to the interests of the policyholders, all as provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal of office in Jefferson City, Missouri, this 22nd day of November, 1968.


ROBERT D. SCHARZ, Superintendent
Division of Insurance
Department of Business and Administration
State of Missouri

CERTIFICATE
OF
RESTATED ARTICLES OF INCORPORATION
(as amended hereby)
OF
WASHINGTON FIRE AND MARINE INSURANCE COMPANY

FILED
DIVISION OF INSURANCE
STATE OF MISSOURI
NOV 22 1968 - JKD

Pursuant to Section 375.201, Revised Statutes of Missouri, 1959, as amended (hereafter R.S. Mo.), the undersigned corporation certifies the following:

1. The name of the corporation is WASHINGTON FIRE AND MARINE INSURANCE COMPANY.
2. The corporation, acting pursuant to provisions of Section 375.226, R.S. Mo., hereby amends, and as amended, restates its Articles of Incorporation, as heretofore amended, and hereby adopts as its entire restated Articles of Incorporation each and all of the Articles hereafter set forth, hereby repeals all previously existing Articles contained in the Articles of Incorporation, as heretofore existing. All of the Articles hereafter stated are new and amended Articles except Article One, containing the name of the corporation, which is not amended.
3. On Nov. 6, 1968, there was directly submitted to GULF INSURANCE COMPANY, pursuant to Section 375.201-3(1), R.S. Mo., the owner and holder of all the 25,000 issued and outstanding voting shares of the capital stock of the corporation, the amendment hereafter set forth constituting a

a restatement of the Articles of Incorporation and the amendments to the Articles of Incorporation, as amended by this restatement, Gulf Insurance Company having waived notice by mail or publication of a meeting of shareholders, and Gulf Insurance Company agreed and consented to and voted all 25,000 shares for the terms and adoption hereof and authorized the officers of Washington Fire and Marine Insurance Company to execute this certificate.

4. The restatement of Article Four of the Articles of Incorporation changes the number and par value of authorized shares from 25,000 shares of the par value of \$20.00 each to 1,000,000 shares of the par value of \$10.00 each. Each of the 25,000 outstanding shares is hereby converted into two shares with a par value of \$10.00 each so that immediately upon this certificate becoming effective the holder of all the outstanding shares shall be and it is hereby required to surrender certificates for such shares and to be issued a certificate or certificates for 50,000 shares with a par value of \$10.00 each.

5. The following are the amendments to the Articles of Incorporation in full:

ARTICLE ONE

The name by which such corporation shall be known is WASHINGTON FIRE AND MARINE INSURANCE COMPANY.

ARTICLE TWO

The principal office for the transaction of business of such corporation

shall be located in Kansas City, Missouri.

ARTICLE THREE

The specific kinds of business which it proposes to transact are:

the writing or making of any kind of insurance which a corporation organized and operating pursuant to Chapter 379 of the Revised Statutes of Missouri, as amended, may now or hereafter be authorized to write; including, but not being limited to, insurance on and coverage of all property of every nature and all persons or classes of persons, natural or artificial, public or private, against any or all risks of liability, loss or damage; to write any or all lines of liability, casualty or workmen's compensation insurance; to write all forms of marine insurance; to write safekeeping, fidelity, surety and protection against dishonesty insurance; to make insurance upon health of individuals and against personal injury, disablement or death.

The enumeration herein of classes or kinds of insurance or risks or persons covered shall not be deemed to be a limitation on the classes or kinds of insurance which the corporation may write or make. Such enumeration and the business of the corporation is, however, subject to limitations imposed by law upon the corporation.

The corporation shall have and may exercise all of the rights, powers and privileges which now or may hereafter be exercised by a corporation of this kind or class organized and existing pursuant to the laws of the State of Missouri.

ARTICLE FOUR

The corporation shall have the authority to issue one million (1,000,000) shares of capital stock with a par value of Ten Dollars (\$10.00) per share amounting in the aggregate to Ten Million Dollars (\$10,000,000). Such capital stock, when issued, shall be paid up or secured by cash or invested as permitted by Section 379.080, Revised Statutes of Missouri, as now or hereafter constituted,

in investments in which the corporation can legally invest its capital stock.

No shareholder of this corporation shall, by reason of his holding shares of any class, have any pre-emptive or preferential right to purchase or subscribe to any shares of any class of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying rights, options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, bonds, debentures, or other securities, would adversely affect the dividend or voting rights of such shareholder, other than such rights, if any, as the Board of Directors, in its discretion from time to time may grant, and at such price as the Board of Directors in its discretion may fix; and the Board of Directors may issue shares of any class of this corporation, or any notes, debentures, bonds, or other securities convertible into or carrying rights, options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

ARTICLE FIVE

The corporation shall have a Board of Directors consisting of sixteen (16) members, which Board of Directors shall exercise all powers granted to the corporation in the manner as prescribed by law and the Bylaws of the corporation. The Board of Directors, or the shareholders, at a regular or special meeting shall have the power to adopt, amend or repeal Bylaws providing for

officers and other provisions for the management and operation of the affairs and business of the corporation, so long as such Bylaws are not inconsistent with the Articles of Incorporation and the laws of the State of Missouri.

The Company may issue policies upon either or both a participating plan or a nonparticipating plan. The Board of Directors of the company may from time to time distribute equitably to the holders of participating policies issued by the corporation such of its funds as in the Board of Directors' judgment is proper and equitable upon such classification as the Board shall from time to time determine.

ARTICLE SIX

The corporation shall have perpetual existence.

ARTICLE SEVEN

The corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon directors and shareholders herein are granted subject to this reservation.

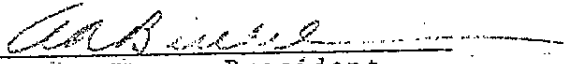
IN WITNESS WHEREOF, the President has executed this instrument and the Secretary of Washington Fire and Marine Insurance Company has affixed the corporate seal of the corporation hereto, this 15th day of November, 1968.

WASHINGTON FIRE AND MARINE INSURANCE COMPANY

ATTEST:


Secretary

By


President

(CORPORATE SEAL)

THE STATE OF TEXAS I

COUNTY OF DALLAS I


I, A. R. BUCHEL, President of WASHINGTON FIRE AND MARINE INSURANCE COMPANY, first being duly sworn, state that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that the facts set forth in said instrument are true and that GULF INSURANCE COMPANY, owner of all the outstanding shares of stock of WASHINGTON FIRE AND MARINE INSURANCE COMPANY, executed a writing voting all of said outstanding shares of stock in favor of the Amendment to the Articles of Incorporation of WASHINGTON FIRE AND MARINE INSURANCE COMPANY set forth in said foregoing instrument.


A. R. BUCHEL, President

On this 15 day of November, 1968, before me, a Notary Public, personally appeared A. R. BUCHEL, to me known to be the person described in and who executed the foregoing instrument and being by me first duly sworn, did acknowledge that he executed the same as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in Dallas County, Texas, the day and year first above written.

(SEAL)


Notary Public, Dallas County, Texas

My Commission Expires 6-1-69

STATE OF CONNECTICUT
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 3rd day of October A.D. 2001

Susan Bismarck
SECRETARY OF THE STATE