

CGU

807425

CGU Corporate Offices
One Beacon Street
Boston, MA 02108-3100

Fax: (617) 725-6702

November 10, 1999

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

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-11/16/99--01025--005
*****35.00 *****35.00

RE: Company Name Change from "The Camden Fire Insurance Association" to
"CGU Insurance Company of New Jersey"

Dear Madam or Sir,

I have enclosed the following documents in order to effectuate the name changes as shown above:

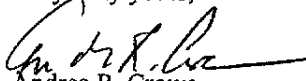
- Application for Amendment
 - Original Certificate of Authorization from state of domicile
 - A check in the amount of \$35.00 to cover the required fee
- * My return address and phone number is as follows:
Ms. Andrea Crowe, B17-12
CGU Corporation
One Beacon Street
Boston, MA 02108

Phone: 617-725-7227

FILED
99 DEC 16 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I will be looking forward to receiving the Certificate of Status in order that I may complete this name change with the Florida Insurance Dept. If you have any questions, please call me.

Very truly yours,


Andrea R. Crowe
Paralegal
(617) 725-7227

Enclosures

~~W99 26813~~

N/C

V. SHEPARD DEC 9 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 23, 1999

ANDREA CROWE, B17-12
CGU CORPORATION
ONE BEACON STREET
BOSTON, MA 02108

SUBJECT: THE CAMDEN FIRE INSURANCE ASSOCIATION
Ref. Number: 807425

We have received your document for THE CAMDEN FIRE INSURANCE ASSOCIATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 899A00055935

Rec'd 12/6



CGU Corporate Offices

One Beacon Street
Boston, MA 02108-3100

Fax: (617) 725-6702

December 2, 1999

Ms. Velma Shepard
Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Company Name Change from "The Camden Fire Insurance Association" to
"CGU Insurance Company of New Jersey"

Dear Ms. Shepard,

I am responding to your letter of November 23, 1999. Enclosed is a certified copy of Amended Articles of Incorporation issued by the domicile state of New Jersey. I have also completed and enclosed Florida's applications for "Authorization to Transact Business in Florida" and Application for Conducting Affairs in Florida.

I will be looking forward to receiving the Certificate of Status in order that I may complete the above name change with the Florida Insurance Department. If you have any questions, please call me.

Very truly yours,

A handwritten signature in black ink, appearing to read "Andrea R. Crowe".

Andrea R. Crowe
Paralegal
(617) 725-7227

Enclosures

State of New Jersey



DEPARTMENT OF BANKING AND INSURANCE

I, Jaynee LaVecchia, Commissioner of Banking and Insurance of the State of New Jersey do hereby certify that the annexed is a true copy of the

***** Certificate of Amendment to the Certificate of Incorporation of The Camden Fire Insurance Association dated September 16, 1999, as well as a Restated Certificate of Incorporation of CGU Insurance Company of New Jersey dated September 16, 1999 *****

as taken from and compared with the original **Certificates**
filed **October 22, 1999** now remaining on file in this Department.

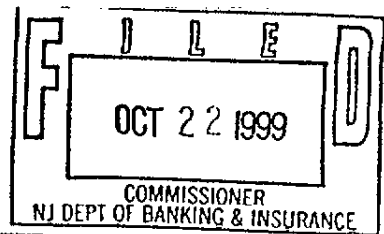
In Testimony Whereof, I have hereunto set my

Hand and affixed my Official Seal, at Trenton

This **27th** day of **October, 1999**

Jayne LaVecchia

Commissioner of Banking and Insurance



CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION
OF
THE CAMDEN FIRE INSURANCE ASSOCIATION

Pursuant to the provisions of Sections 17:26-1 *et seq.* of the New Jersey Statutes, the undersigned, The Camden Fire Insurance Association, a corporation organized under Sections 17:17-1 *et seq.* of the New Jersey Statutes, executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the Corporation is: The Camden Fire Insurance Association.
2. The following resolutions authorizing amendments to the Certificate of Incorporation were approved by the Board of Directors of the Corporation on the 2nd day of August, 1999:

RESOLVED: That Paragraph FIRST of the Certificate of Incorporation of this Corporation be amended so as to read in its entirety as follows:

FIRST: The name of this Corporation is CGU Insurance Company of New Jersey.

RESOLVED: That Paragraph SEVENTH of the Certificate of Incorporation of this Corporation be amended so as to read in its entirety as follows:

SEVENTH: A meeting of the stockholders shall be held at least annually, at a time and place to be designated from time to time by the Directors and stated in the notice of the meeting.

RESOLVED: That the Certificate of Incorporation of this Corporation, as amended by the amendments described in the foregoing resolutions, be restated in its entirety, and that the form of Restated Certificate of Incorporation of this Corporation attached hereto be and hereby is adopted and ratified.

RESOLVED: That the Board of Directors of this Corporation hereby declares the amendments described in the foregoing resolutions to be advisable, and that said amendments be submitted to the sole stockholder of this Corporation for consideration and approval.

3. The following resolutions approving amendments to the Certificate of Incorporation were duly adopted by the stockholders of the Corporation on the 2nd day of August, 1999:

ARRIVED

DELAWARE COUNTY CLERK

RESOLVED: That Paragraph FIRST of the Certificate of Incorporation of this Corporation be amended so as to read in its entirety as follows:

FIRST: The name of this Corporation is CGU Insurance Company of New Jersey.

RESOLVED: That Paragraph SEVENTH of the Certificate of Incorporation of this Corporation be amended so as to read in its entirety as follows:

SEVENTH: A meeting of the stockholders shall be held at least annually, at a time and place to be designated from time to time by the Directors and stated in the notice of the meeting.

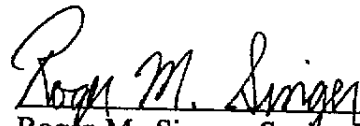
RESOLVED: That the Certificate of Incorporation of this Corporation, as amended by the amendments described in the foregoing resolutions, be restated in its entirety, and that the form of Restated Certificate of Incorporation of this Corporation attached hereto be and hereby is adopted and ratified.

4. The number of shares outstanding at the time of the adoption of the amendments was: 500,000. The total number of shares entitled to vote thereon was: 500,000.

5. The numbers of shares voting for and against such amendments were as follows:


<u>Number of Shares Voting for Amendment</u>	<u>Number of Shares Voting against Amendment</u>
500,000	0

IN WITNESS WHEREOF, The Camden Fire Insurance Association has caused this Certificate of Amendment to its Certificate of Incorporation to be signed by its Senior Vice President and Secretary, and its corporate seal to be hereto affixed, this 16th day of September, 1999.



Roger M. Singer, Senior Vice President

(Corporate Seal)



Dennis R. Smith, Secretary

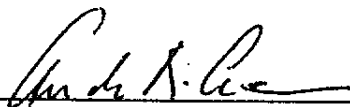
COMMONWEALTH OF MASSACHUSETTS)
) ss:
COUNTY OF SUFFOLK)

BE IT REMEMBERED, that on this 16th day of September, 1999, before me, the subscriber, a Notary Public of the Commonwealth of Massachusetts, personally appeared Dennis R. Smith, who being by me duly sworn on his oath, does depose and make proof to my satisfaction that he is the Secretary of The Camden Fire Insurance Association; that Roger M. Singer is the Senior Vice President of said Company; that the execution, as well as the making of the within Certificate of Amendment to the Certificate of Incorporation has been duly authorized by a proper resolution of the Board of Directors of said Company; that deponent well knows the corporate seal of said Company and that the seal affixed to said Instrument is such corporate seal and was thereto affixed, and said Instrument was signed and delivered by the Senior Vice President, as and for his voluntary act and deed of said Company, in presence of deponent, who subscribed his name below.



Dennis R. Smith, Secretary

Sworn and Subscribed to before me
on this 16th day of September, 1999.



Andrea R. Crowe, Notary Public
My Commission Expires: June 14, 2002

(Notarial Seal)

RESTATED CERTIFICATE OF INCORPORATION
OF
CGU INSURANCE COMPANY OF NEW JERSEY

THIS IS TO CERTIFY that the Amended Certificate of Incorporation of CGU Insurance Company of New Jersey, formerly known as The Camden Fire Insurance Association, is hereby restated as amended in its entirety to the end that such Restated Certificate of Incorporation should fully and completely set forth all the terms and conditions of the Certificate of Incorporation under which the Corporation shall hereafter transact business:

FIRST: The name of this Corporation is CGU Insurance Company of New Jersey.

SECOND: The location of the principal office of this Corporation in the State of New Jersey is 400 Fellowship Road, Mount Laurel, New Jersey 08054.

THIRD: The kinds of insurance proposed to be transacted by said Corporation are: Against direct or indirect loss or damage to property, including loss of use or occupancy, by fire, lightning, or tempest on land, being kinds of insurance authorized by Paragraph "A" of Section 17:17-1 of the revised statutes of New Jersey, and any other kind or kinds of insurance that may be proper subjects of insurance, except upon the lives of persons or the granting of annuities, as may be authorized by the Commissioner of Insurance pursuant to said Section 17:17-1 of the revised statutes of New Jersey.

FOURTH: The Corporation is to be a stock corporation.

FIFTH: The authorized capital stock of this Corporation is \$4,200,000 divided into 500,000 shares of a par value of \$8.40 each.

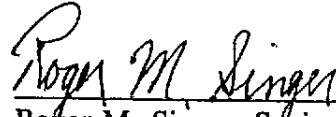
SIXTH: The period of the duration of the Corporation shall be unlimited.

SEVENTH: A meeting of the stockholders shall be held at least annually, at a time and place to be designated from time to time by the Directors and stated in the notice of the meeting.

EIGHTH: The Corporation shall have the power to classify policyholders and permit all or some of them to participate in the profits of the Corporation at such time and under such terms as the Board of Directors may determine.

NINTH: The Board of Directors shall be vested with the power to make and alter the By-Laws of the Corporation.

IN WITNESS WHEREOF, The Camden Fire Insurance Association has caused this Restated Certificate of Incorporation to be signed by its Senior Vice President and Secretary, and its corporate seal to be hereto affixed, this 16th day of September, 1999.



Roger M. Singer, Senior Vice President

(Corporate Seal)



Dennis R. Smith, Secretary

COMMONWEALTH OF MASSACHUSETTS)

) ss:

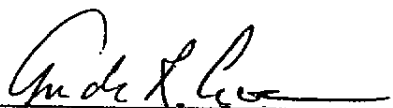
COUNTY OF SUFFOLK)

BE IT REMEMBERED, that on this 16th day of September, 1999, before me, the subscriber, a Notary Public of the Commonwealth of Massachusetts, personally appeared Dennis R. Smith, who being by me duly sworn on his oath, does depose and make proof to my satisfaction that he is the Secretary of The Camden Fire Insurance Association; that Roger M. Singer is the Senior Vice President of said Company; that the execution, as well as the making of the within Restated Certificate of Incorporation has been duly authorized by a proper resolution of the Board of Directors of said Company; that deponent well knows the corporate seal of said Company and that the seal affixed to said Instrument is such corporate seal and was thereto affixed, and said Instrument was signed and delivered by the Senior Vice President, as and for his voluntary act and deed of said Company, in presence of deponent, who subscribed his name below.



Dennis R. Smith, Secretary

Sworn and Subscribed to before me
on this 16th day of September, 1999.



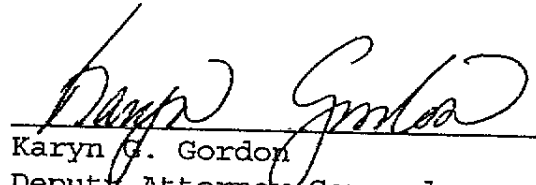
Andrea R. Crowe, Notary Public
My Commission Expires: June 14, 2002

(Notarial Seal)

I hereby certify that the annexed Certificate of Amendment to the Certificate of Incorporation of Camden Fire Insurance Association, dated September 17, 1999, has been submitted and examined by me as provided in N.J.S.A. 17:26-1, and that I find the Certificate of Amendment to be substantially in accordance with the provisions of that statute and not inconsistent with the Constitution and laws of this State.

JOHN J. FARMER, JR.
ATTORNEY GENERAL OF NEW JERSEY

By:


Karyn G. Gordon
Deputy Attorney General

Dated: September 30, 1999

