

Document Number Only

821776

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

100002994831--1
-09/23/99--01047--003
*****35.00 *****35.00

100002994831--1
-09/23/99--01047--004
*****8.75 *****8.75

CTGNA Insurance Company *Name*
to: ACE American Insurance Company *Change Amend*

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of B.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

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 TALLAHASSEE, FLORIDA
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9/23

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THANK YOU

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

SEPTEMBER 20, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

ACE AMERICAN INSURANCE COMPANY

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment restating the Articles of Incorporation in their entirety

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Kim Pizzingrilli

Secretary of the Commonwealth

DBOH



9960--978

COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT
OFFICE OF REGULATION OF COMPANIES
1846 Strawberry Square
Harrisburg, PA 17120

Phone (717) 787-1879
Fax (717) 787-8657

July 6, 1999

Liane Cagney
Westmont Associates, Inc.
25 Chestnut Street, Suite 105
Haddonfield, NJ 08033

Via Fax: (856) 216-0303

RE: Name Approval
ACE Indemnity Insurance Company
ACE Fire Underwriters Insurance Company
ACE American Insurance Company
ACE American Reinsurance Company
ACE Employers Insurance Company
ACE Property and Casualty Insurance Company

Dear Ms. Cagney:

The following information is being provided in response to your request, received on July 6, 1999.

Please be advised that the phrasing of the above referenced names has been reviewed and found to be acceptable to the Pennsylvania Insurance Department. You will need to submit a copy of this letter to the Pennsylvania Department of State, Corporation Bureau.

This Department does not reserve company names. Name reservations can be arranged with the Corporations Bureau, Pennsylvania State Department, telephone number (717) 787-1057.

I trust that the information provided is responsive to your request. Please feel free to contact me at (717) 787-1879 should you have any questions.

Sincerely,

Robert A. Kotal

Robert A. Kotal
Insurance Company Licensing Specialist
Company Licensing Division

9960-979

AUG 03 1999

Microfilm Number _____ Filed with the Department of State on _____

Entity Number 2729856 _____
Secretary of the Commonwealth
JK

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

OSCB: 15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: CIGNA Insurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 1601 Chestnut Street, Philadelphia, PA 19192
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Title 15 PA. Statutes Part II, Subpart B, Article B, Chapter 13

4. The date of its incorporation is: 11/1/45

5. (Check, and if appropriate complete, one of the following):
 The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
 The amendment shall be effective on 11/1/99 at 12:00 am
Date Hour

6. (Check one of the following):
 The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).
 The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c)

7. (Check, and if appropriate complete, one of the following):
 The amendment adopted by the corporation, set forth in full, is as follows:
RESOLVED: that the Articles of Incorporation be amended by changing Article One so that, as amended, said Article shall be and read as follows:
1. The name of the corporation is: ACE American Insurance Company

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

9960-980

DSCB: 15-1915 (Rev 90)-2

8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 7th day of July 19 99.

CIGNA Insurance Company

(Name of Corporation)

BY: Rahad S. Futei

(Signature)

TITLE: President

DSCB: 15-1915 (Rev 90) 3

9960-381

RESTATED ARTICLES OF INCORPORATION
OF
ACE American Insurance Company

- FIRST: The name of the Corporation is ACE American Insurance Company;
- SECOND: The address of the Corporation's current registered office in this Commonwealth is: Two Liberty Place, 1601 Chestnut Street, Philadelphia, PA 19192;
- THIRD: The purpose or purposes of the Corporation are:
To engage, directly or indirectly, in the business of insurance and reinsurance and in all acts and/or activities reasonably and necessarily incidental to the business of insurance and reinsurance, lawful for a Corporation organized under the Corporation and Insurance Laws of the Commonwealth of Pennsylvania; and
To have unlimited power to engage in and to do any lawful act concerning any and all lawful business for which business corporations may be incorporated under the Business Corporation Law of 1988.
- FOURTH: That the total number of shares which this corporation shall have authority to issue is One Hundred Thousand (100,000) shares; that the par value of each share is Fifty Dollars (\$50);
- FIFTH: The term for which this Corporation shall exist shall be perpetual.
- SIXTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter and repeal the By-laws of the Corporation.
- SEVENTH: The Directors and Officers of this Corporation shall be empowered to pay participating dividends on behalf of the Company to its policyholders at rates appropriate and permissible on the various kinds of insurance that the Company is authorized to write in the states in which such policyholders may be located.
- EIGHTH: This Corporation reserves the right to amend, alter, change and repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

9960-982

IN WITNESS WHEREOF, the said Company has to these presents fixed its Corporate Seal and caused the same to be subscribed and attested to by its President and Secretary on the _____ day of _____, 1999.

ACE American Insurance Company

{ Corporate Seal }

By: _____
Richard C. Franklin
President

Attest:

George D. Mulligan
Secretary

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF PHILADELPHIA)

On the _____ day of _____, 1999, George D. Mulligan, Secretary of ACE American Insurance Company, being duly sworn according to law, deposes and says that the signature of Richard C. Franklin, President of said Company, is in his proper handwriting; that he, the said George D. Mulligan, was present at the execution of the said document, affixed his signatures thereto, and affixed the Corporate Seal of the said ACE American Insurance Company thereto.

George D. Mulligan, Secretary

Sworn to and subscribed before me
this _____ day of _____, 1999.

Notary Public

My commission expires: _____