



American Network Insurance Company

829061

FILED
00 APR 18 PM 12:43
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

April 17, 2000

VIA OVERNIGHT MAIL
SIGNATURE REQUIRED

Amendment Section
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

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*****43.75 *****43.75

**RE: Application for Amended Certificate of Authority - Redomestication
of American Network Insurance Company from Vermont to Pennsylvania**

Dear Sir or Madam:

Effective March 21, 2000, American Network Insurance Company ("American Network") transferred its state of domicile from Vermont to Pennsylvania. Both the Vermont Department of Banking, Insurance, Securities and Health Care Administration ("Vermont Department of Insurance") and the Pennsylvania Insurance Department approved this transaction, which was accomplished by amendment to American Network's charter. American Network is duly licensed to conduct insurance business in Florida.

Enclosed please find the following materials, which are being submitted to amend American Network's Certificate of Authority to reflect the new domiciliary state:

1. A completed Application for Amendment (foreign profit corporation);
2. An *original* Certificate of Compliance from the Pennsylvania Insurance Department evidencing the new state of domicile;
3. Check # 8499 in the amount of \$43.75, representing the \$35 filing fee and the \$8.75 fee to request a Certificate of Status; and
4. A photocopy of the materials to be filed and a postage, pre-paid envelope so that we may receive confirmation of the file date.

Please be sure to forward the Certificate of Status to my attention at the address listed below. Feel free to contact me at 1-800-222-3469 if you have any questions. My direct extension is 3126. Thank you in advance for your assistance with this matter.

Very truly yours,

AMERICAN NETWORK INSURANCE COMPANY


Linda G. Carraghan, Esq.
Legal Department

Enclosures

Amend
4-27-00
DAS



American Network Insurance Company

April 26, 2000

VIA OVERNIGHT MAIL
SIGNATURE REQUIRED

Doug Spittler
Amendment Section
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

**RE: Application for Amended Certificate of Authority - Redomestication
of American Network Insurance Company from Vermont to Pennsylvania**

Dear Mr. Spittler:

It was a pleasure speaking with you on April 26, 2000 regarding the above-referenced matter. Pursuant to your request, we have enclosed an *original* certified copy of American Network Insurance Company's Articles of Domestication.

Please do not hesitate to contact me at 1-800-222-3469 if you need additional information. My direct extension is 3126. Thank you for your continued assistance with this matter.

Very truly yours,

AMERICAN NETWORK INSURANCE COMPANY



Linda G. Carraghan, Esq.
Legal Department

Enclosure

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
00 APR 18 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. American Network Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Vermont 3. November 28, 1972
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? N/A

5. N/A
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.

Pennsylvania
New Jurisdiction


Signature

4/14/2000
Date

A. J. Garden
Typed or printed name

Executive Vice President
Title

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

APRIL 10, 2000

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

AMERICAN NETWORK 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 Domestication

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

DPOS

Microfilm Number

200022-1397

Filed with the Department of State of

MAR 21 2000

Entity Number

2931449

Kim D. [Signature]
Secretary of the Commonwealth

ARTICLES OF DOMESTICATION - FOR PROFIT
FOREIGN CORPORATION

OF

AMERICAN NETWORK INSURANCE COMPANY

In compliance with the requirements of 15 Pa.C.S. § 4161 (relating to corporations and unincorporated associations), the undersigned qualified foreign insurance corporation, desiring to become a domestic business corporation under the provisions of the insurance laws and the Business Corporation Law of 1988, as amended, of the Commonwealth of Pennsylvania, hereby states that:

1. The name of the corporation is American Network Insurance Company (hereinafter referred to as the "Corporation").
2. The address of the Corporation's initial registered office in this Commonwealth is:

3440 Lehigh Street
Allentown, Pennsylvania, 18103
3. The Corporation was originally incorporated under the provisions of the insurance laws and the Business Corporation Act of the State of Vermont on February 27, 1961.
4. Upon the redomestication, the Corporation will be subject to the domestic corporation provisions of the insurance laws and the Business Corporation Law of 1988, as amended, of the Commonwealth of Pennsylvania.
5. The purposes of the Corporation are to engage in the business of insuring and reinsuring various types of risk and to carry on and conduct any other lawful business or activity permitted insurance companies under Pennsylvania law.
6. The term for which the Corporation is to exist is perpetual.
7. The aggregate number of shares which the Corporation shall have authority to issue is 2,000,000 shares of Common Stock at a par value of One Dollar Forty-Three Cents (\$1.43) per share.
8. The shares of common stock shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution.
9. These Articles of Domestication may be amended in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.
10. The filing of these Articles of Domestication has been authorized by a majority vote of the votes cast by all shareholders entitled to vote thereon.

PA. DEPT. OF STATE

2000 MAR 21 AM 8:48

0022-1392

11. These Articles of Domestication shall be effective upon the filing of these Articles of Domestication with the Pennsylvania Department of State.
12. These Articles of Domestication supersede the Corporation's original Articles of Incorporation and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Domestication to be signed by a duly authorized officer thereof this 17th day of March, 2000

AMERICAN NETWORK INSURANCE COMPANY

BY: [Signature]

Glen A. Levitt
President

200622-1399

BEFORE THE INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re: : Pursuant to Sections 4161 and
Application of American Network : 4162 of the Business Corporation
Insurance Company for Approval to : Law of 1988, Act of December 21,
Redomesticate from the State of : 1988, P. L. 1444, as amended,
Vermont to the Commonwealth of : 15 Pa.C.S. §§ 4161 and 4162, and
Pennsylvania : Section 357 of the Insurance
Company Law, Act of May 17,
1921, P.L. 682, No. 284, as
amended, 40 P.S. § 477e
Order No. ID-RC-00-03

DECISION AND ORDER

AND NOW, on this 9th day of March, 2000, M. Diane Koken,
Insurance Commissioner of the Commonwealth of Pennsylvania
("Commissioner"), hereby makes the following Decision and Order:

Pursuant to the Business Corporation Law and the Insurance
Company Law and in consideration of the documents, presentations and reports
received, as well as other inquiries and studies as permitted by law, the
Commissioner hereby makes the following Findings of Fact:

FINDINGS OF FACT

Identity of the Applicant

1. American Network Insurance Company ("American Network") is a foreign
stock casualty insurance company organized under the laws of Vermont with
its principal place of business located in Colchester, Vermont.

200022-1400

Filing of the Application

2. On December 13, 1999, the Insurance Department of the Commonwealth of Pennsylvania ("Department") received an initial application (which, together with all material received subsequently, is collectively referenced as "Application") from American Network for approval to redomesticate from the State of Vermont to the Commonwealth of Pennsylvania.
3. The Application was filed pursuant to Sections 4161 and 4162 of the Business Corporation Law, as amended, 15 Pa.C.S. §§4161 and 4162 (cited as "Business Corporation Law"), and Section 357 of the Insurance Company Law, Act of May 17, 1921, P.L. 682, No. 284, as amended, 40 P.S. §477e (cited as "Insurance Company Law").

Notice of Filing and Comments

4. On December 25, 1999, the Insurance Department of the Commonwealth of Pennsylvania ("Department") published notice in the Pennsylvania Bulletin that the Application was submitted by American Network, and such notice invited interested persons to submit comments to the Department regarding the Application for a thirty (30) day period, ending January 24, 2000.
5. During the thirty (30) day period, the Department received no comments regarding the Application.

The Transaction

6. American Network currently holds a Certificate of Authority in the Commonwealth of Pennsylvania as a foreign insurer to transact accident & health business.
7. American Network desires to redomesticate to the Commonwealth of Pennsylvania as a domestic stock casualty insurer.
8. American Network has indicated that, its principal place of business will change to Allentown, Pennsylvania.
9. American Network has stated that it will transact the business of insurance in the Commonwealth in accordance with applicable laws, including the Insurance Company Law.
10. If any of the above Findings of Fact are determined to be Conclusions of Law, they shall be incorporated in the Conclusions of Law as if fully set forth

200022-1401

therein.

CONCLUSIONS OF LAW

1. Section 357 of the Insurance Company Law provides the Commissioner jurisdiction to review and approve the redomestication of American Network.
2. A redomestication by a foreign business corporation is provided for in subsection 4161(a) of the Business Corporation Law.
3. The Application satisfies the requirements of all applicable laws and regulations.
4. If any of the above Conclusions of Law are determined to be Findings of Fact, they shall be incorporated in the Findings of Fact as if fully set forth therein.

210022-1402

BEFORE THE INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In re:	:	Pursuant to Sections 4161 and
	:	4162 of the Business Corporation
Application of American Network	:	Law of 1988, Act of December 21,
Insurance Company for Approval to	:	1988, P. L. 1444, <u>as amended</u> ,
Redomesticate from the State of	:	15 Pa.C.S. §§ 4161 and 4162, and
Vermont to the Commonwealth of	:	Section 357 of the Insurance
Pennsylvania	:	Company Law, Act of May 17,
	:	1921, P.L. 682, No. 284, <u>as</u>
	:	<u>amended</u> , 40 P.S. § 477e
	:	
	:	Order No. ID-RC-00-03

ORDER

Upon consideration of the foregoing, the Insurance Commissioner of the Commonwealth of Pennsylvania ("Commissioner") hereby makes the following Order:

The Application of American Network Insurance Company ("American Network") for approval to redomesticate from the State of Vermont to the Commonwealth of Pennsylvania and the issuance of a Certificate of Authority as a domestic stock casualty insurance corporation, as set forth in the Application, is hereby granted, subject to this Order and the following conditions:

1. American Network shall file Articles of Domestication with the Pennsylvania Department of State in accordance with subsection 4161(b) of the Business Corporation Law within ten (10) days of receipt of this Order and the approval of the Vermont Insurance Department.
2. American Network shall file a copy of the Articles of Domestication, as filed with the Pennsylvania Department of State, with the Insurance Department within ten (10) days of receipt from the Pennsylvania Department of State.

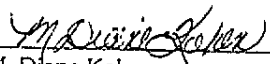
20022-1403

3. American Network shall surrender its current Certificate of Authority as a foreign insurance corporation in exchange for the issuance of a Certificate of Authority as a domestic stock casualty insurance corporation within the time frame established above for filing the Articles of Domestication with the Pennsylvania Insurance Department.

4. American Network shall not seek to change its state of domicile from the Commonwealth of Pennsylvania for a period of five (5) years from the date of this Order.

5. American Network shall maintain a staffed office within the Commonwealth of Pennsylvania for so long as American Network is domiciled in this Commonwealth, unless prior approval for an exception is obtained from the Insurance Department.

This Order is effective immediately and valid for one year from the date of signature, provided there are no significant changes to the Request.


M. Diane Koken
Insurance Commissioner
Commonwealth of Pennsylvania





20022-1404
Vermont . . .

Department of Banking, Insurance,
Securities and Health Care Administration

Consumer Complaints/Assistance only
Insurance: 1-800-964-1784
Health Care Administration: 1-800-631-7784
See other division numbers below.

IN RE: AMERICAN NETWORK
INSURANCE COMPANY

ORDER OF APPROVAL AND CERTIFICATE OF COMPLIANCE

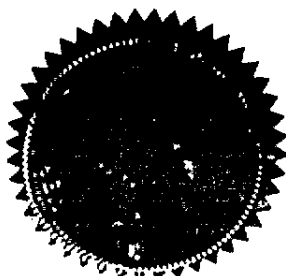
WHEREAS, American Network Insurance Company ("American Network") seeks approval of the Vermont Commissioner of the Department of Banking, Insurance, Securities and Health Care Administration ("Commissioner") to transfer its domicile from Vermont to Pennsylvania pursuant to 8 V.S.A. § 3438.

WHEREAS, 8 V.S.A. § 3438 authorizes the Commissioner to approve a transfer of domicile and permits the admission of the transferring company to this state, if qualified, as a foreign insurer.

NOW THEREFORE, after consideration of the filings made by American Network, I, Elizabeth R. Costle, Commissioner of the Vermont Department of Banking, Insurance, Securities and Health Care Administration, hereby approve the request of American Network to transfer its domicile to Pennsylvania. I further find that American Network is in good standing and is qualified to be admitted under Vermont law as a foreign insurer within the meaning of 8 V.S.A. § 3438.

The transfer contemplated by this order shall be effective upon approval under Pennsylvania law. American Network shall be issued a license as a foreign insurer, which shall be effective contemporaneous with the transfer. Upon transfer and filing proof of such redomestication with the Vermont Secretary of State together with the filing fee, American Network Insurance Company shall cease to be a Vermont domestic insurer and its corporate existence in this state shall cease.

IN WITNESS WHEREOF, I have set my hand and official seal of the Department of Banking, Insurance, Securities and Health Care Administration at Montpelier, Vermont this 10th day of November, 1999.




ELIZABETH R. COSTLE
COMMISSIONER

89 Main Street, Drawer 20, Montpelier, VT 05620-3101

Banking
(802) 828-1307

Insurance
(802) 828-3301

Captive Insurance
(802) 828-3304

Securities
(802) 828-3420

Health Care Admin.
(802) 828-2900