

Rosenman

839752

January 14, 1999

VIA EXPRESS MAIL

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

Re: **Business Insurance Company**
Name Change to: "Centre Insurance Company"
NAIC Company No. 34649; FEIN No. 13-2653231
Effective Date of Name Change: December 18, 1998
Our File No.: 23556-82360

Gentlemen/Ladies:

This firm is counsel to Centre Insurance Company of America ("Centre"), a Delaware domiciled stock property-casualty insurer. In connection with Centre's captioned name change, enclosed are:

- (1) One certified copy of Centre's Amended and Restated Certificate of Incorporation;
- (2) Centre's Application by Foreign Profit Corporation to File Amendment Application for Authorization to Transact Business in Florida;
- (3) Centre's Check No. 0066 in the amount of \$35.00 made payable to the order of the "Florida Department of State" in payment of the filing fee for the Application; and,
- (4) Centre's Check No. 0067 in the amount of \$52.50 made payable to the order of the "Florida Department of State" in payment of the fee for a Certified Copy of Centre's amended Authorization to Transact Business in Florida.

Please mark your records accordingly and forward to my attention Centre's new Authorization to Transact Business as soon as possible.

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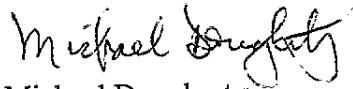
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TALLAHASSEE, FLORIDA

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Florida Department of State
January 14, 1999
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We thank you, in advance, for your assistance and courtesies in this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,



Michael Dougherty

Encls.
CMD:id

cc: Ms. Deon Burns (w/encls.)
Insurance Examiner
Florida Department of Insurance
Bureau of Property & Casualty
Insurer Insolvency and Market Conduct
Name Change Request
200 East Gaines Street
Tallahassee, Florida 32399-0329

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. Business Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. August 7, 1970
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? December 18, 1998

5. Centre 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.

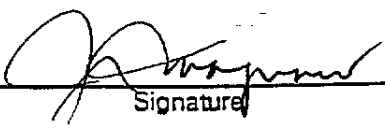
N/A

New Duration

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

N/A

New Jurisdiction



Signature
Joseph S. Magnano

Typed or printed name

December 31, 1998

Date
Secretary

Title

FILED
99 JAN 19 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER

State of Delaware



841 SILVER LAKE BLVD.
DOVER, DELAWARE 19904-2465
(302) 739 - 4251
FACSIMILE (302) 739 - 5280

Department of Insurance

**CERTIFIED AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

I, DONNA LEE H. WILLIAMS, Insurance Commissioner of the State of Delaware, do hereby certify that the attached Amended and Restated Certificate of Incorporation of the

**CENTRE INSURANCE COMPANY
(f/k/a BUSINESS INSURANCE COMPANY and LONDON GUARANTEE &
ACCIDENT COMPANY OF NEW YORK),**

as filed with the Delaware Secretary of State on December 21, 1998, is a true and correct copy of the document on file with this Department.

IN WITNESS WHEREOF, I HAVE HEREUNTO
SET MY HAND AND AFFIXED THE OFFICIAL
SEAL OF THIS DEPARTMENT AT THE CITY
OF DOVER, THIS 22ND DAY OF DECEMBER,
1998.

Donna Lee H. Williams

DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "CENTRE INSURANCE COMPANY", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

0838945 8100

DATE:

9481858

981495460

12-22-98

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
CENTRE INSURANCE COMPANY**

CENTRE INSURANCE COMPANY, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: The name of the Corporation is Centre Insurance Company (formerly known as "Business Insurance Company" and originally incorporated under the name "London Guarantee & Accident Company of New York").

SECOND: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on October 31, 1969.

THIRD: A Plan and Agreement of Merger between the Corporation and London Guarantee & Accident Company of New York, a New York corporation ("LGA-NY"), was filed with the Secretary of State of the State of Delaware on December 30, 1977 (the "Agreement"). Pursuant to Paragraph 2, Section SECOND of the Agreement, the Corporation changed its date of incorporation from May 26, 1977 and took as its date of incorporation the date of incorporation of LGA-NY, which is October 31, 1969.

FOURTH: A Certificate of Amendment of the Corporation was filed with the Secretary of State of the State of Delaware on October 12, 1984.

FIFTH: A Certificate of Amendment of the Corporation was filed with the Secretary of State of the State of Delaware on June 26, 1989.

SIXTH: A Certificate of Amendment of the Corporation was filed with the Secretary of State of the State of Delaware on April 12, 1993.

SEVENTH: A Certificate of Amendment of the Corporation was filed with the Secretary of State of the State of Delaware on February 17, 1995.

EIGHTH: A Certificate of Amendment of the Corporation was filed with the Secretary of State of the State of Delaware on August 28, 1996.

NINTH: A Certificate of Amendment of the Corporation was filed with the Secretary of State of the State of Delaware on December 18, 1998.

TENTH: Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation restates the provisions of the Certificate of Incorporation of the Corporation as heretofore amended or supplemented.

ELEVENTH: The text of the Amended and Restated Certificate of Incorporation as heretofore amended or supplemented is hereby restated to read in its entirety as follows:

ARTICLE I

The name of the Corporation is Centre Insurance Company.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is the Corporation Service Company, 1013 Centre Road in the City of Wilmington, County of New Castle, Delaware 19805. The name of its registered agent at such address is The Corporation Service Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and, in particular, the insurance and reinsurance business as authorized by the insurance laws of the State of Delaware, as such laws may be amended from time to time, as well as to engage in any lawful act or activity incidental thereto.

ARTICLE IV

The total number of shares which the Corporation shall have authority to issue is 5,000 shares of Common Stock of the par value of \$1,000.00 each.

ARTICLE V

The powers of the Corporation shall be exercised through a Board of Directors, the number of which shall be as determined by the Board of Directors.

ARTICLE VI

Elections of directors need not be by written ballot unless the by-laws of the Corporation shall otherwise provide.

ARTICLE VII

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Section shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is hereafter amended to permit further elimination or limitation of the personal liability of directors to the Corporation or its stockholders, then the liability of a director of the Corporation shall be further eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware as so amended. Any repeal or modification of this Article VII or any provision


hereof shall not increase the personal liability of any director of the Corporation for any act or occurrence taking place prior to such repeal or modification, or otherwise adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Amended and Restated Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

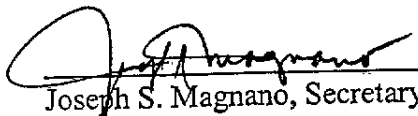
TWELFTH: This Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation pursuant to Section 245 of the General Corporation Law of the State of Delaware and was duly adopted by the stockholders of the Corporation pursuant to Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be executed by its President, David L. Wasserman, and attested to by its Secretary, Joseph S. Magnano, this ^{21st} day of December, 1998.



David L. Wasserman, President

ATTEST:



Joseph S. Magnano, Secretary