

846169

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status ☒

Special Instructions to Filing Officer:

change in domicile from
Delaware to Nebraska
noted in cert. copy attached
but change was never
officially filed in
Florida

Office Use Only



700078937237

08/29/06--01035--016 **43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 AUG 29 PM 1:08

FILED

Amend
SL

Amend
SL

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Beazley Insurance Company, Inc.
(Name of Corporation)

DOCUMENT NUMBER: 846169

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cheryl A. Stone
(Name of Contact Person)

Beazley USA Services, Inc.
(Firm/Company)

20 Stanford Drive
(Address)

Farmington, Connecticut 06032
(City/State and Zip Code)

For further information concerning this matter, please call:

Cheryl A. Stone at (860) 677-3708
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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)

84169

(Document number of corporation (if known))

1. Beazley Insurance Company, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Nebraska

(Incorporated under laws of)

3. June 9, 1980

(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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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.

Connecticut

(New jurisdiction)

Cheryl A. Stone
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Cheryl A. Stone

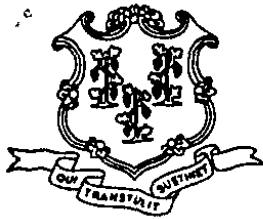
(Typed or printed name of person signing)

Vice President

(Title of person signing)

FILED
06 AUG 29 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
06 AUG 29 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



State of Connecticut

Insurance Department

FILING #0003064042 PG 01 OF 37 VOL B-00837
FILED 12/13/2005 07:27 AM PAGE 00306
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that

- the redomestication of Beazley Insurance Company, Inc. a Nebraska Company, 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 6th day of December, 2005

Susan F. Cogswell

Insurance Commissioner

CERTIFICATE OF REDOMESTICATION

INSURANCE COMPANY REDOMESTICATION TO CONNECTICUT

Office of the Secretary of the State
30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 10/01/2004

Certificate of Authorization from Insurance Commissioner and a certified copy of the original Articles of Incorporation must be filed with this certificate.

Space For Office Use Only

Filing Fee \$50.00

FILING #0003064042 PG 02 OF 37 VOL B-00837
FILED 12/13/2005 07:27 AM PAGE 00307
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

tax

1. NAME OF INSURANCE COMPANY:

Beazley Insurance Company, Inc.

2. CHARTER HISTORY OF CORPORATION (including date and place of incorporation, name change information and information regarding change of domicile state):

Incorporated in Delaware on August 29, 1978 as "Employers Property and Casualty Insurance Company."

Filed a Certificate of Amendment Before Payment of Capital on September 22, 1978, in which the company changed its name from "Employers Property and Casualty Insurance Company" to "Commercial Union Property and Casualty Insurance Company."

Filed a Certificate of Amendment on June 4, 1979, in which the company changed its name from "Commercial Union Property and Casualty Insurance Company" to "Commercial Union Custom Insurance Company."

Filed a Certificate of Amendment on June 30, 1986 in which the company changed its name from "Commercial Union Custom Insurance Company" to "Omaha Property and Casualty Insurance Company" effective November 1, 1983.

Filed a Certificate of Change of Address of Registered Agent and of Registered Agent on July 27, 1984.

Filed a Certificate of Restated Articles on Incorporation on December 31, 1991 to increase the amount of capital stock.

Filed Restated Articles of Incorporation with the Nebraska Secretary of State on November 2, 1992 as part of the company's redomestication from Delaware to Nebraska.

Filed Restated Articles of Incorporation on January 10, 1997 to broaden the indemnification provisions.

Filed a Change in Registered Agent and Office on March 21, 1997.

Filed Amended and Restated Articles on Incorporation on January 20, 2005, February 2, 2005 and March 18, 2005 to change the company's name from "Omaha Property and Casualty Insurance Company" to "Beazley Insurance Company, Inc." effective March 24, 2005.

3. APPROVALS:

The corporation's redomestication to Connecticut was approved by the Insurance Commissioner of the State of
Nebraska

(State from which corporation is redomesticating)

The corporation's redomestication was approved by the Insurance Commissioner of the State of Connecticut as demonstrated by such Commissioner's Certificate of Approval included herewith.

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

Space For Office Use Only

FILING #0003064042 PG 03 OF 37 VOL B-00837
FILED 12/13/2005 07:27 AM PAGE 00308
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (check and complete A. or B.):

☒ A.

The insurance company has authority to issue capital stock. The resolution of redomestication was adopted by its board of directors and approved by its shareholders as follows (provide at minimum the total number of shareholder votes cast in favor of the resolution and the total number of votes cast against the resolution or if no shareholder approval was required, provide a statement to that effect):

The resolution of redomestication was adopted by Unanimous Written Consent of the Company's Board of Directors on December 2, 2004, and approved by the Unanimous Written Consent of the Company's sole stockholder, Mutual of Omaha Insurance Company, on December 2, 2004.

☐ B.

The corporation is a mutual insurance company. The resolution of redomestication was adopted by its board of directors and approved by its members as follows (provide at minimum the total number of member votes cast in favor of the resolution and the total number of votes cast against the resolution or if no membership approval was required, provide a statement to that effect):

5. CERTIFICATE OF INCORPORATION:

The corporation's amended and restated Certificate of Incorporation is attached hereto.

6. EXECUTION:

Signed this 7th day of December, 20 05.

Cheryl A. Stone

Assistant Secretary

Cheryl A. Stone

Print or type name of signatory

Capacity of signatory

Signature

CERTIFICATE OF INCORPORATION

OF

BEAZLEY INSURANCE COMPANY, INC.

THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Stock Corporation Law of the State of Connecticut, hereby certifies as follows:

1. The name of the Corporation is Beazley Insurance Company, Inc.
2. The Corporation is a continuation of the corporate existence of Omaha Property and Casualty Insurance Company, through its adoption of Connecticut as its corporate domicile. The Corporation's date of incorporation is August 29, 1978, the original date of incorporation of Omaha Property and Casualty Insurance Company.
3. The address of the registered office of the Corporation in the State of Connecticut is 20 Stanford Drive, Farmington, Connecticut 06032. The name of its registered agent is Cheryl A. Stone.
4. The Corporation shall, in addition to the registered office in the State of Connecticut, establish and maintain an office within or without the State of Connecticut or offices in such other places as the Board of Directors may from time to time find necessary or desirable.
5. The Corporation shall have the power to write any and all forms of insurance against hazards or risks of every kind and description which now or hereafter may lawfully be the subject of insurance in the State of Connecticut or any other State or

Territory of the United States or foreign countries in which the Corporation may be empowered to do insurance business, except life and endowment insurance and contracts for the payment of annuities; to issue policies and contracts for any kind or combination of kinds of insurance; to accept and to cede reinsurance of any such risks or hazards and to carry on an insurance and reinsurance business, and in so doing, the Corporation may cooperate with other companies, associations, corporations or persons; to acquire and hold property and effects of any kind including any or all of the shares or other securities of any insurance corporation or any other kind of corporation; to exercise such powers outside the State of Connecticut to the extent permitted by the laws of the particular jurisdiction; and to engage in any lawful act or activity for which corporations may be formed under the Stock Corporation Act of the State of Connecticut.

6. The total number of shares of stock which the Corporation shall have authority to issue is 40,000 shares of Common Stock and the par value of each such share is one hundred dollars (\$100.00).

7. Each share of Common Stock shall have one vote on all matters on which shareholders are entitled to vote by this Certificate of Incorporation, the ByLaws of the Corporation or the laws of the State of Connecticut. Each share of Common Stock shall participate equally in any dividend distribution and upon liquidation or dissolution.

8. The minimum amount of stated capital with which the Corporation shall commence business is four million dollars (\$4,000,000); and the minimum amount of capital surplus with which the Corporation shall commence business is four million dollars (\$4,000,000).

9. In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time the ByLaws of the Corporation subject to the right of the shareholders entitled to vote with respect thereto to alter, amend and repeal ByLaws made by the Board of Directors.

10. Any action which may be taken at a meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted; except that directors of the Corporation may not be elected by action of the shareholders without a meeting of shareholders other than by unanimous written consent. If action is taken without a meeting by less than unanimous consent, notice in writing of such action shall be given to each shareholder who has not consented as provided by law.

11. (a) The personal liability of any director of the Corporation to the Corporation or its shareholders for monetary damages for breach of duty as a director shall be limited to an amount that is equal to the compensation received by the director for serving the Corporation during the year of the violation if such breach did not (i) involve a knowing and culpable violation of law by the director; (ii) enable the director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain; (iii) 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 or her conduct or omission created an unjustifiable risk of

serious injury to the Corporation; (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation; or (v) create liability under Section 33-757 of the Connecticut General Statutes.

(b) The Corporation shall indemnify, in the manner and to the full extent permitted by law, any person (or the estate of any person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Corporation, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Where required by law, the indemnification provided for herein shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the director, officer, employee or agent is proper under such circumstances. The Corporation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against such person. To the full extent permitted by law, the indemnification provided herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, and, in the manner provided by law, any such expenses may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the

Corporation may be entitled under any agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

(c) In addition to the obligations incurred by the Corporation under Section (b) of this Article, the Corporation shall indemnify its directors for liability, as defined in Section 33-770(5) of the Connecticut General Statutes, to any person for any action taken, or failure to take any action, as a director, except for liability that: (i) involved a knowing and culpable violation of law by the director; (ii) enabled the director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain; (iii) showed 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 or her conduct or omission created an unjustifiable risk of serious injury to the Corporation; (iv) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation; or (v) created liability under Section 33-757 of the Connecticut General Statutes.

(d) Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

FILING #0003064042 PG 09 OF 37 VOL B-00837
FILED 12/13/2005 07:27 AM PAGE 00314
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Dated this 2nd day of December, 2005.

I hereby declare, under the penalties of false statement, that the statements made in the foregoing Certificate are true.

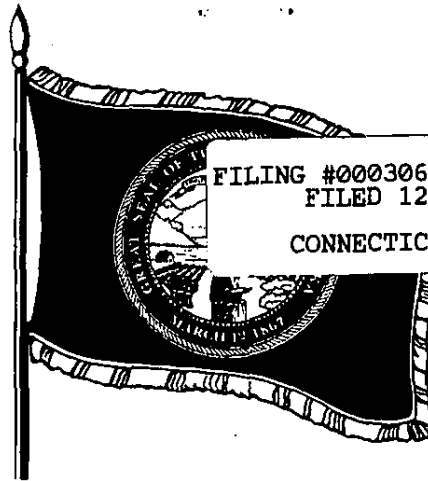
Cheryl A. Stone

Cheryl A. Stone
Assistant Secretary

STATE OF

NEBRASKA

United States of America,
State of Nebraska } ss.



FILING #0003064042 PG 10 OF 37 VOL B-00837
FILED 12/13/2005 07:27 AM PAGE 00315
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Department of State
Lincoln, Nebraska

I, John A. Gale, Secretary of State of Nebraska do hereby certify;

**the attached is a true and correct copy of the Articles of Incorporation
as filed in this office on September 9, 1992 and all amendments thereto
of**

BEAZLEY INSURANCE COMPANY, INC.

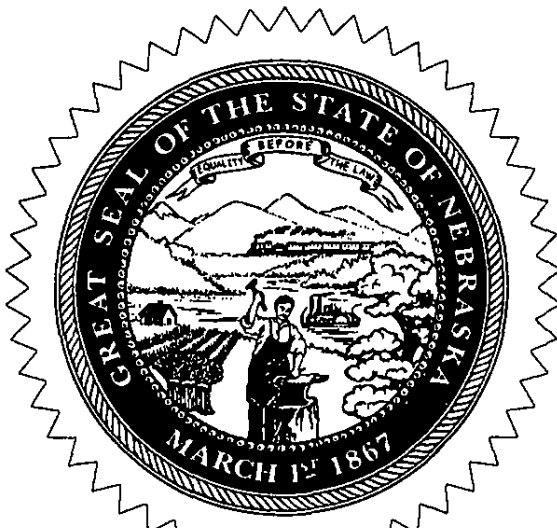
with its registered office located in OMAHA, Nebraska.

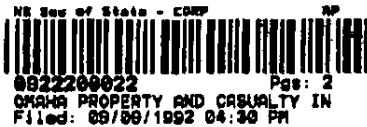
I further certify that said corporation is in existence as of this date.

In Testimony Whereof,

**I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on December 8, 2005.**

John A. Gale
SECRETARY OF STATE





SEP 9

1992 Receipt No. 72827 8,312,00

TO: Secretary of State
State of Nebraska
State Capitol Building
Lincoln, Nebraska 68509

STATE OF NEBRASKA } SS
SECRETARY'S OFFICE }

Filed and recorded on film roll
92-22 page 22

Allen J. Beermann

By J.K.R. S.S. of State

I, M. Jane Huerter, Secretary of Omaha Property and Casualty Insurance Company, do hereby certify that the following is a true and exact copy of a resolution unanimously adopted by the Board of Directors of the Corporation at a meeting held June 3, 1992:

RESOLVED, That Omaha Property and Casualty Insurance Company (the "Company") accepts and agrees to be bound by the provisions of Nebraska law with respect to its property and business operations within the State of Nebraska.

I further certify that the street address of the registered office of the Corporation in Nebraska is: 3102 Farnam Street, Omaha, Nebraska 68131, and that the name of the registered agent at such address is: M. Jane Huerter.

I further certify that the documents attached hereto are copies, certified by the Delaware Secretary of State, of the Articles of Incorporation (known in Delaware as Certificate of Incorporation), together with all amendments to date.

The above certifications and the attached filing are made in satisfaction of the procedures set forth at §21-20,122 R.R.S.Neb. 1943, with the intent that the Corporation shall become a body corporate of the State of Nebraska.

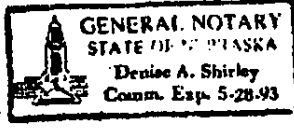
OMAHA PROPERTY AND CASUALTY
INSURANCE COMPANY

By M. Jane Huerter
M. Jane Huerter, Secretary

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) SS:

FILING #0003064042 PG 11 OF 37 VOL B-00837
FILED 12/13/2005 07:27 AM PAGE 00316
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

The foregoing instrument was acknowledged before me this 31st day of August 1992, by M. Jane Huerter, Secretary of Omaha Property and Casualty Insurance Company on behalf of the Corporation.



Denise Shirley
Notary Public

State of Delaware

PAGE 1



Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "EMPLOYERS PROPERTY AND CASUALTY INSURANCE COMPANY" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF AUGUST, A.D. 1978, AT 10 O'CLOCK A.M.

FILING #0003064042 PG 12 OF 37 VOL B-00837
FILED 12/13/2005 07:27 AM PAGE 00317
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE



Michael Ratchford

SECRETARY OF STATE *3564955

AUTHENTICATION 08/20/1992

DATE:

FILING #0003064042 PG 13 OF 37 VOL B-00837
FILED 12/13/2005 07:27 AM PAGE 00318

SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

NOV 2 1992

75069
STATE OF NEBRASKA } SS
SECRETARY'S OFFICE

Filed and recorded on film roll
9230 page 1346

RESTATED ARTICLES OF INCORPORATION
OF

OMAHA PROPERTY AND CASUALTY INSURANCE COMPANY

Secretary of State

These Restated Articles of Incorporation of Omaha Property and Casualty Insurance Company ("Corporation") correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended, and these Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto. In accordance with Nebraska law, these Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation on August 20, 1992, approved by the Nebraska Department of Insurance on October 6, 1992, and unanimously approved by the stockholder on October 15, 1992. These Restated Articles are filed pursuant to the redomestication of the Corporation from the State of Delaware to the State of Nebraska.

ARTICLE I
NAME

The name of the Corporation shall be Omaha Property and Casualty Insurance Company.

ARTICLE II
LOCATION

The address of the principal office of the Corporation shall be 3102 Farnam Street, Omaha, Nebraska 68131, and the name and address of the registered agent shall be M. June Huerter, Mutual of Omaha Plaza, Omaha, Nebraska 68175.

ARTICLE III
PURPOSE

The nature of the business or purposes to be conducted or promoted is:

To transact business as an insurance company with authority to insure and reinsure against any and all type and kinds of risks and to write any and all forms of insurance and reinsurance (other than policies of life insurance, endowment insurance, and contracts for the payment of annuities), and to engage in such other kind or kinds of business to the extent necessary or properly incidental to an insurance business, and in particular, and without limiting the generality of the foregoing:

- a) Sickness and accident, property, burglary and theft, liability, vehicle, fidelity, and marine insurance, all as defined by Nebraska law, and;
- b) Any other lines of insurance authorized by the Corporation's Board of Directors and permitted by Nebraska law.

Furthermore, the Corporation shall be permitted to engage in any or all lawful businesses for which corporations may be incorporated under the Nebraska Business Corporation Act.

ARTICLE IV CAPITAL STOCK

The capital stock of the Corporation shall be \$4,000,000, divided into 40,000 shares of the par value of \$100 each. All transfers of stock of the Corporation shall be in accordance with the provisions of the Corporation's Bylaws.

ARTICLE V DURATION

The Corporation shall have perpetual existence.

ARTICLE VI AMENDMENTS

These Restated Articles of Incorporation may be amended in the manner authorized by Nebraska law at the time of such amendment.

ARTICLE VII PERSONAL LIABILITY OF OUTSIDE DIRECTORS

An outside director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any act or omission not in good faith which involves intentional misconduct or a knowing violation of the law; (ii) for any transaction from which the outside director derived an improper director or indirect financial benefit; (iii) for paying a dividend or approving a stock repurchase which was in violation of the Nebraska Business Corporation Act; (iv) for any act or omission which violates a declaratory or injunctive order obtained by the Corporation or its stockholders; and (v) for any act or omission occurring prior to the effective date of these Restated Articles of Incorporation.

For purposes of this Article, the term "outside director" shall mean a member of the Board of Directors of the Corporation who is not an officer or a person who may control the conduct of the Corporation through management agreements, voting trusts, directorships in related corporations, or any other device or relationship.

No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any outside director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Nebraska Business Corporation Act is amended after approval of this Article by the stockholders to authorize the further elimination or limitation of the liability of directors, then the liability of directors shall be eliminated or limited to the full extent authorized by the Nebraska Business Corporation Act, as so amended.

Dated this 16th day of October 1992.

J. Eric Lundby, President

J. Eric Lundby

State of Nebraska)
County of Douglas) ss

On this 16 day of October, 1992, before me the undersigned Notary Public in and for said County, personally appeared J. Eric Lundby and he acknowledged to me that he signed his name to the foregoing Restated Articles of Incorporation of Omaha Property and Casualty Insurance Company, declared the execution thereof to be his voluntary act on behalf of the Corporation and certified that the facts therein are true.

IN WITNESS WHEREOF I fix my hand and notarial seal on the date above written.

V. A. Galas
Notary Public



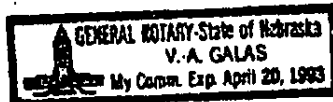
M. Jane Huerter, Secretary

M. Jane Huerter

State of Nebraska)
County of Douglas) ss

On this 16 day of October, 1992, before me the undersigned Notary Public in and for said County, personally appeared M. Jane Huerter and she acknowledged to me that she signed her name to the foregoing Restated Articles of Incorporation of Omaha Property and Casualty Insurance Company, declared the execution thereof to be her voluntary act on behalf of the Corporation and certified that the facts therein are true.

IN WITNESS WHEREOF I fix my hand and notarial seal on the date above written.

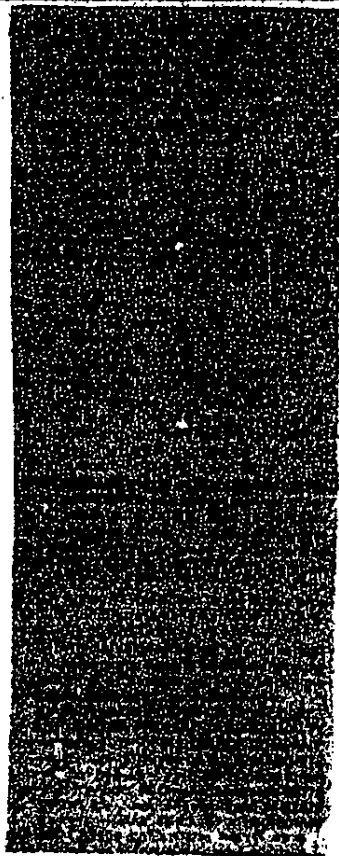


V. A. Galas
Notary Public

FILING #0003064042 PG 16 OF 37 VOL B-00837
FILED 12/13/2005 07:27 AM PAGE 00321
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

NE Sec of State - CORP
0083108837
OMAHA PROPERTY AND CASUALTY IN
Filed: 01/27/1993 04:30 PM

Secretary of State



**The Daily Record
OF OMAHA**
RONALD A. HENNINGSEN, Publisher
PROOF OF PUBLICATION

UNITED STATES OF AMERICA,

The State of Nebraska,
District of Nebraska,
County of Douglas,
City of Omaha,

RECEIVED

JAN 2 1993

JOHN P. EOLSAER SECRETARY OF STATE

being duly sworn, deposes and says that **CORPORATION DIVISION**

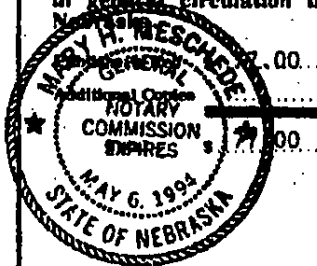
ADVERTISING MANAGER

of **THE DAILY RECORD**, of Omaha, a legal newspaper, printed and published daily in the English language, having a bona fide paid circulation in Douglas County in excess of 800 copies, printed in Omaha, in said County of Douglas, for more than fifty-two weeks last past; that the printed notice hereto attached was published in **THE DAILY RECORD**, of Omaha, for 3 consecutive weeks, on the same day of each week.

beginning on January 5, 1993.

and ending on January 26, 1993.

That said Newspaper during that time was regularly published and in general circulation in the County of Douglas, and State of Nebraska.



Subscribed in my presence and sworn to
before me this 26th day of
January 1993
Notary Public in and for Douglas County,
State of Nebraska

ARTICLES OF RESTATEMENT
OF
OMAHA PROPERTY AND CASUALTY INSURANCE COMPANY

I, M. Jane Huerter, Secretary of Omaha Property and Casualty Insurance Company, a Nebraska corporation, do hereby certify that the attached is a true and exact copy of the Restated Articles of Incorporation of the Corporation as adopted by the Board of Directors of the Corporation at a Meeting held May 23, 1996, as approved by the Insurance Department of the State of Nebraska on June 26, 1996 and as unanimously adopted by the holder of all shares of stock of the Corporation.

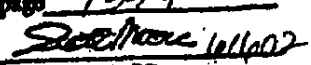
I further certify that these Restated Articles of Incorporation hereby supercede the original Articles of Incorporation and all amendments thereto.

DATED THIS 9th DAY

OF January 1997

OMAHA PROPERTY AND CASUALTY
INSURANCE COMPANY


Secretary

JAN 10 1997 2:40pm
STATE OF NEBRASKA
SECRETARY'S OFFICE
Received filed and recorded on
film roll no. 97-1
at page 1394

Secretary of State
by jmc \$50.00pl

RESTATED ARTICLES OF INCORPORATION
OF
OMAHA PROPERTY AND CASUALTY INSURANCE COMPANY

ARTICLE I
NAME

The name of the Corporation shall be Omaha Property and Casualty Insurance Company.

ARTICLE II
LOCATION

The address of the principal office of the Corporation shall be 3102 Farnam Street, Omaha, Nebraska 68131, and the name and address of the registered agent shall be M. Jane Huerter, Mutual of Omaha Plaza, Omaha, Nebraska 68175.

ARTICLE III
PURPOSE

The nature of the business or purposes to be conducted or promoted is:

To transact business as an insurance company with authority to insure and reinsure against any and all type and kinds of risks and to write any and all forms of insurance and reinsurance (other than policies of life insurance, endowment insurance, and contracts for the payment of annuities), and to engage in such other kind or kinds of business to the extent necessary or properly incidental to an insurance business, and in particular, and without limiting the generality of the foregoing:

- a) Sickness and accident, property, burglary and theft, liability, vehicle, fidelity, and marine insurance, all as defined by Nebraska law, and;
- b) Any other lines of insurance authorized by the Corporation's Board of Directors and permitted by Nebraska law.

Furthermore, the Corporation shall be permitted to engage in any or all lawful businesses for which corporations may be incorporated under the Nebraska Business Corporation Act.

ARTICLE IV
CAPITAL STOCK

The capital stock of the Corporation shall be \$4,000,000, divided into 40,000 shares of the par value of \$100 each. All transfers of stock of the Corporation shall be in accordance with the provisions of the Corporation's Bylaws.

ARTICLE V
DURATION

The Corporation shall have perpetual existence.

ARTICLE VI
AMENDMENTS

These Restated Articles of Incorporation may be amended in the manner authorized by Nebraska law at the time of such amendment.

ARTICLE VII
PERSONAL LIABILITY OF OUTSIDE DIRECTORS

An outside director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any act or omission not in good faith which involves intentional misconduct or a knowing violation of the law; (ii) for any transaction from which the outside director derived an improper director or indirect financial benefit; (iii) for paying a dividend or approving a stock repurchase which was in violation of the Nebraska Business Corporation Act; (iv) for any act or omission which violates a declaratory or injunctive order obtained by the Corporation or its stockholders; and (v) for any act or omission occurring prior to the effective date of these Restated Articles of Incorporation.

For purposes of this Article, the term "outside director" shall mean a member of the Board of Directors of the Corporation who is not an officer or a person who may control the conduct of the Corporation through management agreements, voting trusts, directorships in related corporations, or any other device or relationship.

No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any outside director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Nebraska Business Corporation Act is amended after approval of this Article by the stockholders to authorize the further elimination or limitation of the liability of directors, then the liability of

directors shall be eliminated or limited to the full extent authorized by the Nebraska Business Corporation Act, as so amended.

ARTICLE VIII INDEMNIFICATION OF DIRECTORS

To the fullest extent permitted by law, the Corporation shall indemnify any person, who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding; whether civil, criminal, administrative, arbitral or investigative, and whether formal or informal, by reason of the fact that such person is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other entity, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided however, that this indemnity shall not protect a director against liability for (i) receipt of a financial benefit to which he or she is not entitled, (ii) an intentional infliction of harm on the corporation or its members, (iii) a violation of section 21-2096 of the Nebraska Business Corporation Act, or (iv) an intentional violation of criminal law; and provided further however, that this indemnity shall not protect a director against liability in connection with a proceeding by or in the right of the Corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that such person has met the relevant standard of conduct in section 21-20,103 of the Nebraska Business Corporation Act.

To the fullest extent permitted by law, before final disposition of an action, suit, or proceeding, whether civil, criminal, administrative, arbitral or investigative, and whether formal or informal, the Corporation shall advance funds to pay for or reimburse the reasonable expenses incurred by a director of the Corporation, who is a party to such action, suit or proceeding because he or she is a director of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, employee benefit plan or other entity if he or she delivers to the Corporation: (a) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct or that the proceeding involves conduct for which liability has been eliminated under a provision of these Articles of Incorporation as authorized by the Nebraska Business Corporation Act; and (b) his or her written undertaking to repay any funds advanced if he or she is not entitled to mandatory indemnification under section 21-20,104 of the Nebraska Business Corporation Act and it is ultimately determined under section 21-20,106 or section 20,107 of the Nebraska Business Corporation Act that he or she has not met the relevant standard of conduct described in section 21-20,103 of the Nebraska Business Corporation Act. This undertaking shall be an unlimited general obligation of the

FILING #0003064042 PG 21 OF 37 VOL B-00837
FILED 12/13/2005 07:27 AM PAGE 00326
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

director and shall not be required to be secured. It may be accepted without reference to the financial ability of the director to make repayment.

OCT 21 1999

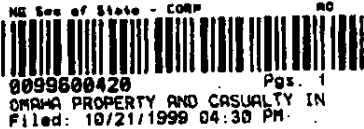
**DOMESTIC CHANGE OF
REGISTERED AGENT and/or OFFICE**

Submit in Duplicate

Scott Moore, Secretary of State
Room 1301 State Capitol, P.O. Box 94608
Lincoln, NE 68509

STATE OF NEBRASKA
SECRETARY'S OFFICE
Received filed and recorded on
film roll no. 99-6
at page 920

Scott Moore
Secretary of State
By C. J. 30.00/1301



The following corporation, pursuant to the laws of the state of Nebraska, does hereby wish to change its Registered Agent and/or Registered Office.

Name of Corporation Omaha Property and Casualty Insurance Company

Previous: Corporate Records show: 3102 Farnam St 68131

Registered Agent: M. Jane Huerter

Registered Office: Mutual of Omaha Plaza, Omaha NE 68175
Street Address City Zip

New:

Registered Agent: Martin W. Dourney, President

Registered Office*: 3102 Farnam Street Omaha NE 68131
Street Address City Zip

*The Business Corporation Act requires that the street address of the registered office and the street address of the registered agent be identical.

DATED October 18, 1999

Martin W. Dourney
Signature
Martin W. Dourney, President
Printed Name/Title

NOTE: The Business Corporation Act requires that every filing be signed by the chairperson of the board of directors, the president, or one of the officers of the corporation. If the corporation has not yet been formed or directors have not yet been selected, the filing shall be signed by an incorporator. If the corporation is in the hands of a receiver, trustee, or other court appointed fiduciary, the filing shall be signed by that fiduciary.

Registered Agent: Please Circle A (current agent) or B (new agent) below and sign

A. I hereby state that the above named corporation has been notified of the change in address of my registered office.

B. I hereby consent to act as registered agent for the above named corporation.

Martin W. Dourney
Signature of Registered Agent

FILING FEE: \$30.00

FILING #0003064042 PG 23 OF 37 VOL B-00837
FILED 12/13/2005 07:27 AM PAGE 00328
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

NE Sec of State - CORP
1000528912
BEAZLEY INSURANCE COMPANY, INC
Filed: 01/20/2005 02:15 PM
Page: 4

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF
OMAHA PROPERTY AND CASUALTY INSURANCE COMPANY**

I, Martin W. Dourney, President and Chief Executive Officer of Omaha Property and Casualty Insurance Company, a Nebraska corporation, do hereby certify that the attached is a true and complete copy of the Amended and Restated Articles of Incorporation of the Corporation, as adopted by the Board of Directors of the Corporation by unanimous written consent on November 30, 2004, as approved by the Insurance Department of the State of Nebraska on December 30, 2004 and as adopted by the sole stockholder of the Corporation by written consent on January 11, 2005.

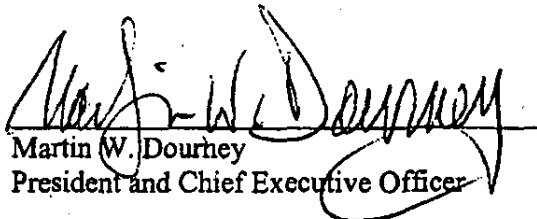
These Amended and Restated Articles of Incorporation amend Article I to read as follows:

"The name of the Corporation shall be Beazley Insurance Company, Inc."

I further certify that these Amended and Restated Articles of Incorporation hereby supercede the original Articles of Incorporation and all amendments thereto.

DATED THIS 13th DAY OF JANUARY 2005

**OMAHA PROPERTY AND CASUALTY
INSURANCE COMPANY**


Martin W. Dourney
President and Chief Executive Officer

DEC 30 2004

Tentative Approval
NOT FINAL

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BEAZLEY INSURANCE COMPANY, INC.**

**ARTICLE I
NAME**

The name of the Corporation shall be Beazley Insurance Company, Inc.

**ARTICLE II
LOCATION**

The address of the principal office of the Corporation shall be 3102 Farnam Street, Omaha, Nebraska 68131, and the name and address of the registered agent shall be M. Jane Huerter, Mutual of Omaha Plaza, Omaha, Nebraska 68175.

**ARTICLE III
PURPOSE**

The nature of the business or purposes to be conducted or promoted is:

To transact business as an insurance company with authority to insure and reinsure against any and all type and kinds of risks and to write any and all forms of insurance and reinsurance (other than policies of life insurance, endowment insurance, and contracts for the payment of annuities), and to engage in such other kind or kinds of business to the extent necessary or properly incidental to an insurance business, and in particular, and without limiting the generality of the foregoing:

- a) Sickness and accident, property, burglary and theft, liability, vehicle, fidelity, and marine insurance, all as defined by Nebraska law, and;
- b) Any other lines of insurance authorized by the Corporation's Board of Directors and permitted by Nebraska law.

Furthermore, the Corporation shall be permitted to engage in any or all lawful business for which corporations may be incorporated under the Nebraska Business Corporation Act.

ARTICLE IV
CAPITAL STOCK

The capital stock of the Corporation shall be \$4,000,000 divided into 40,000 shares of the par value of \$100 each. All transfers of stock of the corporation shall be in accordance with the provisions of the Corporation's Bylaws.

ARTICLE V
DURATION

The Corporation shall have perpetual existence.

ARTICLE VI
AMENDMENTS

These Amended and Restated Articles of Incorporation may be amended in the manner authorized by Nebraska law at the time of such amendment.

ARTICLE VII
PERSONAL LIABILITY OF OUTSIDE DIRECTORS

An outside director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any act or omission not in good faith which involves intentional misconduct or a knowing violation of the law; (ii) for any transaction from which the outside director derived an improper director or indirect financial benefit; (iii) for paying a dividend or approving a stock repurchase which was in violation of the Nebraska Business Corporation Act; (iv) for any act or omission which violates a declaratory or injunctive order obtained by the Corporation or its stockholders; and (v) for any act or omission occurring prior to the effective date of these Amended and Restated Articles of Incorporation.

For purposes of this Article, the term "outside director" shall mean a member of the Board of Directors of the Corporation who is not an officer or a person who may control the conduct of the Corporation through management agreements, voting trusts, directorships in related corporations, or any other device or relationship.

No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any outside director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Nebraska Business Corporation Act is amended after approval of this Article by the stockholders to authorize the further elimination or limitation of the liability of directors, then the liability of directors shall be eliminated or limited to the full extent authorized by the Nebraska Business Corporation Act, as so amended.

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS

To the fullest extent permitted by law, the Corporation shall indemnify any person, who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitative or investigative, and whether formal or informal, by reason of the fact that such person is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other entity, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided however, that this indemnity shall not protect a director against liability for (i) receipt of a financial benefit to which he or she is not entitled, (ii) an intentional infliction of harm on the corporation or its members, (iii) a violation of section 21-2096 of the Nebraska Business Corporation Act, or (iv) an intentional violation of criminal law; and provided further however, that this indemnity shall not protect a director against liability in connection with a proceeding by or in the right of the Corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that such person has met the relevant standard of conduct in section 21-20, 103 of the Nebraska Business Corporation Act.

To the fullest extent permitted by law, before final disposition of an action, suit, or proceeding, whether civil, criminal, administrative, arbitative or investigative, and whether formal or informal, the Corporation shall advance funds to pay for or reimburse the reasonable expenses incurred by a director of the Corporation, who is a party to such action, suit or proceeding because he or she is a director of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, employee benefit plan or other entity if he or she delivers to the Corporation: (a) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct or that the proceeding involves conduct for which liability has been eliminated under a provision of these Amended and Restated Articles of Incorporation as authorized by the Nebraska Business Corporation Act; and (b) his or her written undertaking to repay any funds advanced if he or she is not entitled to mandatory indemnification under section 21-20, 104 of the Nebraska Business Corporation Act and it is ultimately determined under section 21-20, 106 or section 20, 107 of the Nebraska Business Corporation Act that he or she has not met the relevant standard of conduct described in section 21-20, 103 of the Nebraska Business Corporation Act. This undertaking shall be an unlimited general obligation of the director and shall not be required to be secured. It may be accepted without reference to the financial ability of the director to make repayment.

* * * * *



FILING #0003064042 PG 27 OF 37 VOL B-00837
FILED 12/13/2005 07:27 AM PAGE 00332
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

ARTICLES OF CORRECTION

I, Martin W. Dourney, President and Chief Executive Officer of Omaha Property and Casualty Insurance Company, aka Beazley Insurance Company, Inc., (the "Corporation"), hereby state that pursuant to Nebraska Revised Statute §21-2007, I am filing the following Articles of Correction:


- 1) The attached Articles of Amendment and Restatement of the Articles of Incorporation of the Corporation were filed on January 20, 2005 in the Office of the Secretary of State.
- 2) Article I of the Amended and Restated Articles of Incorporation, changing the name of the Corporation to Beazley Insurance Company, Inc. was incorrect in that the intent to rename the Corporation was to be effective on February 15, 2005.
- 3) Corrected Article I of the Amended and Restated Articles of Incorporation should state:

"Effective February 15, 2005, the name of the Corporation shall be Beazley Insurance Company, Inc."

SIGNED THIS 1st DAY OF FEBRUARY 2005.

OMAHA PROPERTY AND CASUALTY
INSURANCE COMPANY

(aka Beazley Insurance Company, Inc.)


Martin W. Dourney
President and Chief Executive Officer

FILING #0003064042 PG 28 OF 37 VOL B-00837
FILED 12/13/2005 07:27 AM PAGE 00333
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

NE Sec of State - CORP
1000528912
BEAZLEY INSURANCE COMPANY, INC
Filed: 01/28/2005 02:15 PM

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF
OMAHA PROPERTY AND CASUALTY INSURANCE COMPANY**

I, Martin W. Dourney, President and Chief Executive Officer of Omaha Property and Casualty Insurance Company, a Nebraska corporation, do hereby certify that the attached is a true and complete copy of the Amended and Restated Articles of Incorporation of the Corporation, as adopted by the Board of Directors of the Corporation by unanimous written consent on November 30, 2004, as approved by the Insurance Department of the State of Nebraska on December 30, 2004 and as adopted by the sole stockholder of the Corporation by written consent on January 11, 2005.

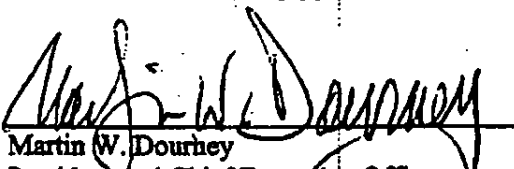
These Amended and Restated Articles of Incorporation amend Article I to read as follows:

"The name of the Corporation shall be Beazley Insurance Company, Inc."

I further certify that these Amended and Restated Articles of Incorporation hereby supercede the original Articles of Incorporation and all amendments thereto.

DATED THIS 13th DAY OF JANUARY 2005

**OMAHA PROPERTY AND CASUALTY
INSURANCE COMPANY**


Martin W. Dourney
President and Chief Executive Officer

ARTICLE IV
CAPITAL STOCK

The capital stock of the Corporation shall be \$4,000,000 divided into 40,000 shares of the par value of \$100 each. All transfers of stock of the corporation shall be in accordance with the provisions of the Corporation's Bylaws.

ARTICLE V
DURATION

The Corporation shall have perpetual existence.

ARTICLE VI
AMENDMENTS

These Amended and Restated Articles of Incorporation may be amended in the manner authorized by Nebraska law at the time of such amendment.

ARTICLE VII
PERSONAL LIABILITY OF OUTSIDE DIRECTORS

An outside director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any act or omission not in good faith which involves intentional misconduct or a knowing violation of the law; (ii) for any transaction from which the outside director derived an improper director or indirect financial benefit; (iii) for paying a dividend or approving a stock repurchase which was in violation of the Nebraska Business Corporation Act; (iv) for any act or omission which violates a declaratory or injunctive order obtained by the Corporation or its stockholders; and (v) for any act or omission occurring prior to the effective date of these Amended and Restated Articles of Incorporation.

For purposes of this Article, the term "outside director" shall mean a member of the Board of Directors of the Corporation who is not an officer or a person who may control the conduct of the Corporation through management agreements, voting trusts, directorships in related corporations, or any other device or relationship.

No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any outside director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Nebraska Business Corporation Act is amended after approval of this Article by the stockholders to authorize the further elimination or limitation of the liability of directors, then the liability of directors shall be eliminated or limited to the full extent authorized by the Nebraska Business Corporation Act, as so amended.

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS

To the fullest extent permitted by law, the Corporation shall indemnify any person, who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral or investigative, and whether formal or informal, by reason of the fact that such person is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other entity, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided however, that this indemnity shall not protect a director against liability for (i) receipt of a financial benefit to which he or she is not entitled, (ii) an intentional infliction of harm on the corporation or its members, (iii) a violation of section 21-2096 of the Nebraska Business Corporation Act, or (iv) an intentional violation of criminal law; and provided further however, that this indemnity shall not protect a director against liability in connection with a proceeding by or in the right of the Corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that such person has met the relevant standard of conduct in section 21-20, 103 of the Nebraska Business Corporation Act.

To the fullest extent permitted by law, before final disposition of an action, suit, or proceeding, whether civil, criminal, administrative, arbitral or investigative, and whether formal or informal, the Corporation shall advance funds to pay for or reimburse the reasonable expenses incurred by a director of the Corporation, who is a party to such action, suit or proceeding because he or she is a director of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, employee benefit plan or other entity if he or she delivers to the Corporation: (a) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct or that the proceeding involves conduct for which liability has been eliminated under a provision of these Amended and Restated Articles of Incorporation as authorized by the Nebraska Business Corporation Act; and (b) his or her written undertaking to repay any funds advanced if he or she is not entitled to mandatory indemnification under section 21-20, 104 of the Nebraska Business Corporation Act and it is ultimately determined under section 21-20, 106 or section 20, 107 of the Nebraska Business Corporation Act that he or she has not met the relevant standard of conduct described in section 21-20, 103 of the Nebraska Business Corporation Act. This undertaking shall be an unlimited general obligation of the director and shall not be required to be secured. It may be accepted without reference to the financial ability of the director to make repayment.

* * * * *

DEC 30 2004

Tentative Approval
NOT FINAL

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BEAZLEY INSURANCE COMPANY, INC.**

**ARTICLE I
NAME**

The name of the Corporation shall be Beazley Insurance Company, Inc.

**ARTICLE II
LOCATION**

The address of the principal office of the Corporation shall be 3102 Farnam Street, Omaha, Nebraska 68131, and the name and address of the registered agent shall be M. Jane Huerter, Mutual of Omaha Plaza, Omaha, Nebraska 68175.

**ARTICLE III
PURPOSE**

The nature of the business or purposes to be conducted or promoted is:

To transact business as an insurance company with authority to insure and reinsure against any and all type and kinds of risks and to write any and all forms of insurance and reinsurance (other than policies of life insurance, endowment insurance, and contracts for the payment of annuities), and to engage in such other kind or kinds of business to the extent necessary or properly incidental to an insurance business, and in particular, and without limiting the generality of the foregoing:

- a) Sicknes and accident, property, burglary and theft, liability, vehicle, fidelity, and marine insurance, all as defined by Nebraska law, and;
- b) Any other lines of insurance authorized by the Corporation's Board of Directors and permitted by Nebraska law.

Furthermore, the Corporation shall be permitted to engage in any or all lawful business for which corporations may be incorporated under the Nebraska Business Corporation Act.

FILING #0003064042 PG 32 OF 37 VOL B-00837
FILED 12/13/2005 07:27 AM PAGE 00337
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

NE Sec of State - CORP
1000542328
OMAHA PROPERTY AND CASUALTY IN
Filed: 03/18/2005 10:06 AM

ARTICLES OF CORRECTION

I, Martin W. Dourney, President and Chief Executive Officer of Omaha Property and Casualty Insurance Company, aka Beazley Insurance Company, Inc., (the "Corporation"), hereby state that pursuant to Nebraska Revised Statute §21-2007, I am filing the following Articles of Correction:

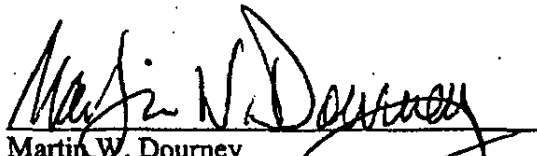
- 1) Articles of Amendment and Restatement of the Articles of Incorporation of the Corporation were filed on January 20, 2005 in the Office of the Secretary of State.
- 2) The attached Articles of Correction, amending the effective date of the name change of the Corporation, were filed on February 2, 2005 in the Office of the Secretary of State with an incorrect effective date for the name change.
- 3) Corrected Article I of the Amended and Restated Articles of Incorporation should state:

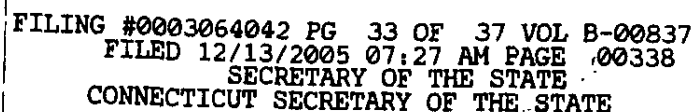
"Effective March 24 2005, the name of the Corporation shall be Beazley Insurance Company, Inc."

SIGNED THIS 17th DAY OF MARCH 2005.

**OMAHA PROPERTY AND CASUALTY
INSURANCE COMPANY**

(aka Beazley Insurance Company, Inc.)


Martin W. Dourney
President and Chief Executive Officer



I, Martin W. Dourney, President and Chief Executive Officer of Omaha Property and Casualty Insurance Company, aka Beazley Insurance Company, Inc., (the "Corporation"), hereby state that pursuant to Nebraska Revised Statute §21-2007, I am filing the following Articles of Correction:


- 1) The attached Articles of Amendment and Restatement of the Articles of Incorporation of the Corporation were filed on January 20, 2005 in the Office of the Secretary of State.
- 2) Article I of the Amended and Restated Articles of Incorporation, changing the name of the Corporation to Beazley Insurance Company, Inc. was incorrect in that the intent to rename the Corporation was to be effective on February 15, 2005.
- 3) Corrected Article I of the Amended and Restated Articles of Incorporation should state:

"Effective February 15, 2005, the name of the Corporation shall be Beazley Insurance Company, Inc."

SIGNED THIS 1st DAY OF FEBRUARY 2005.

**OMAHA PROPERTY AND CASUALTY
INSURANCE COMPANY**

(aka Beazley Insurance Company, Inc.)


Martin W. Dourney
President and Chief Executive Officer

FILING #0003064042 PG 34 OF 37 VOL B-00837
FILED 12/13/2005 07:27 AM PAGE 00339
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

NE Sec of State - CORP
1000528912
BEAZLEY INSURANCE COMPANY, INC
Filed: 01/20/2005 02:15 PM

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

OMAHA PROPERTY AND CASUALTY INSURANCE COMPANY

I, Martin W. Dourney, President and Chief Executive Officer of Omaha Property and Casualty Insurance Company, a Nebraska corporation, do hereby certify that the attached is a true and complete copy of the Amended and Restated Articles of Incorporation of the Corporation, as adopted by the Board of Directors of the Corporation by unanimous written consent on November 30, 2004, as approved by the Insurance Department of the State of Nebraska on December 30, 2004 and as adopted by the sole stockholder of the Corporation by written consent on January 11, 2005.

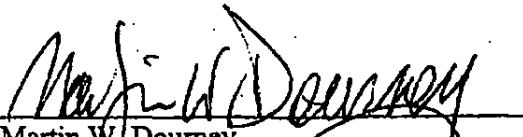
These Amended and Restated Articles of Incorporation amend Article I to read as follows:

"The name of the Corporation shall be Beazley Insurance Company, Inc."

I further certify that these Amended and Restated Articles of Incorporation hereby supercede the original Articles of Incorporation and all amendments thereto.

DATED THIS 13th DAY OF JANUARY 2005

OMAHA PROPERTY AND CASUALTY
INSURANCE COMPANY


Martin W. Dourney
President and Chief Executive Officer

DEC 30 2004

Tentative Approval
NOT FINAL

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BEAZLEY INSURANCE COMPANY, INC.

ARTICLE I
NAME

The name of the Corporation shall be Beazley Insurance Company, Inc.

ARTICLE II
LOCATION

The address of the principal office of the Corporation shall be 3102 Farnam Street, Omaha, Nebraska 68131, and the name and address of the registered agent shall be M. Jane Huerter, Mutual of Omaha Plaza, Omaha, Nebraska 68175.

ARTICLE III
PURPOSE

The nature of the business or purposes to be conducted or promoted is:

To transact business as an insurance company with authority to insure and reinsure against any and all type and kinds of risks and to write any and all forms of insurance and reinsurance (other than policies of life insurance, endowment insurance, and contracts for the payment of annuities), and to engage in such other kind or kinds of business to the extent necessary or properly incidental to an insurance business, and in particular, and without limiting the generality of the foregoing:

- a) Sickness and accident, property, burglary and theft, liability, vehicle, fidelity, and marine insurance, all as defined by Nebraska law, and;
- b) Any other lines of insurance authorized by the Corporation's Board of Directors and permitted by Nebraska law.

Furthermore, the Corporation shall be permitted to engage in any or all lawful business for which corporations may be incorporated under the Nebraska Business Corporation Act.

ARTICLE IV
CAPITAL STOCK

The capital stock of the Corporation shall be \$4,000,000 divided into 40,000 shares of the par value of \$100 each. All transfers of stock of the corporation shall be in accordance with the provisions of the Corporation's Bylaws.

ARTICLE V
DURATION

The Corporation shall have perpetual existence.

ARTICLE VI
AMENDMENTS

These Amended and Restated Articles of Incorporation may be amended in the manner authorized by Nebraska law at the time of such amendment.

ARTICLE VII
PERSONAL LIABILITY OF OUTSIDE DIRECTORS

An outside director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any act or omission not in good faith which involves intentional misconduct or a knowing violation of the law; (ii) for any transaction from which the outside director derived an improper director or indirect financial benefit; (iii) for paying a dividend or approving a stock repurchase which was in violation of the Nebraska Business Corporation Act; (iv) for any act or omission which violates a declaratory or injunctive order obtained by the Corporation or its stockholders; and (v) for any act or omission occurring prior to the effective date of these Amended and Restated Articles of Incorporation.

For purposes of this Article, the term "outside director" shall mean a member of the Board of Directors of the Corporation who is not an officer or a person who may control the conduct of the Corporation through management agreements, voting trusts, directorships in related corporations, or any other device or relationship.

No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any outside director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Nebraska Business Corporation Act is amended after approval of this Article by the stockholders to authorize the further elimination or limitation of the liability of directors, then the liability of directors shall be eliminated or limited to the full extent authorized by the Nebraska Business Corporation Act, as so amended.

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS

To the fullest extent permitted by law, the Corporation shall indemnify any person, who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitative or investigative, and whether formal or informal, by reason of the fact that such person is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other entity, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided however, that this indemnity shall not protect a director against liability for (i) receipt of a financial benefit to which he or she is not entitled, (ii) an intentional infliction of harm on the corporation or its members, (iii) a violation of section 21-2096 of the Nebraska Business Corporation Act, or (iv) an intentional violation of criminal law; and provided further however, that this indemnity shall not protect a director against liability in connection with a proceeding by or in the right of the Corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that such person has met the relevant standard of conduct in section 21-20, 103 of the Nebraska Business Corporation Act.

To the fullest extent permitted by law, before final disposition of an action, suit, or proceeding, whether civil, criminal, administrative, arbitative or investigative, and whether formal or informal, the Corporation shall advance funds to pay for or reimburse the reasonable expenses incurred by a director of the Corporation, who is a party to such action, suit or proceeding because he or she is a director of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, employee benefit plan or other entity if he or she delivers to the Corporation: (a) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct or that the proceeding involves conduct for which liability has been eliminated under a provision of these Amended and Restated Articles of Incorporation as authorized by the Nebraska Business Corporation Act; and (b) his or her written undertaking to repay any funds advanced if he or she is not entitled to mandatory indemnification under section 21-20, 104 of the Nebraska Business Corporation Act and it is ultimately determined under section 21-20, 106 or section 20, 107 of the Nebraska Business Corporation Act that he or she has not met the relevant standard of conduct described in section 21-20, 103 of the Nebraska Business Corporation Act. This undertaking shall be an unlimited general obligation of the director and shall not be required to be secured. It may be accepted without reference to the financial ability of the director to make repayment.

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 14th day of July A.D. 2006



SECRETARY OF THE STATE *reg*