

853328

Travelers Insurance
A member of citigroup



One Tower Square, 8 MS
Hartford, CT 06183

October 9, 2001

CERTIFIED, RETURN RECEIPT REQUESTED

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

800004686288--6
-11/16/01--01005--005
*****43.75 *****43.75

**Re: The Travelers Indemnity Company of Missouri
FEI Number 95-3634110**

Dear Sir or Madam:

Effective October 1, 2001, The Travelers Indemnity Company of Missouri has redomesticated to Connecticut and has changed its name to Travelers Commercial Casualty Company. The new Statutory Home Office Address is One Tower Square, Hartford, CT 06183.

Please forward the requirements to effectuate these changes on your records to me:

Kenda C. Davis
Travelers
Corporate Law, 8MS
One Tower Square
Hartford, CT 06183

FILED
01 NOV 15 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you have any questions, please feel free to contact me at (860) 954-5660. Thank you for your assistance in this matter.

Very truly yours,

Kenda C. Davis

11/16/01

NIC + Jurisdiction
Change

SP

Jurisdiction
changed from
Delaware to
Missouri to
Connecticut.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 19, 2001

Kenda C. Davis, Travelers
Corporate Law, 8MS
One Tower Square
Hartford, CT 06183

SUBJECT: THE TRAVELERS INDEMNITY COMPANY OF MISSOURI
Ref. Number: 853328

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

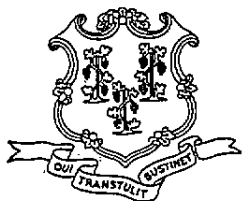
Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 701A00057705

RECEIVED
01 NOV 15 AM 9:52
DIVISION OF CORPORATIONS



State of Connecticut

Insurance Department

This is to Certify, that Travelers Commercial Casualty Company

having complied with the laws of the State of Connecticut, is licensed to transact in this state until the first day of May, 2002, unless this license be sooner revoked, the lines of insurance numbered: .01, 02, 03, 04, 05, 06, 07, 08, 09, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 28.

- | | |
|---------------------------------------------------|-------------------------------------|
| 1. Fire, Extended Coverage and Other Allied lines | 16. Burglary & Theft |
| 2. Homeowners multiple peril | 17. Boiler & Machinery |
| 3. Commercial multiple peril | 18. Credit |
| 4. Earthquake | 19. Reinsurance |
| 5. Growing crops | 20. Life Non-Participating |
| 6. Ocean marine | 21. Life Participating |
| 7. Inland marine | 22. Variable Life Non-Participating |
| 8. Accident and health | 23. Variable Life Participating |
| 9. Workmen's Compensation | 24. Variable Annuities |
| 10. Liability other than auto (B.I. and P.D.) | 25. Title |
| 11. Auto Liability (B.I. and P.D.) | 26. Fraternal Benefit Society |
| 12. Auto physical damage | 27. Mortgage Guaranty |
| 13. Aircraft (All Perils) | 28. Increased Int. Exp. Ins. |
| 14. Fidelity & Surety | 29. |
| 15. Glass | 30. |

Witness my hand and official seal, at HARTFORD,

this 1st day of October, 2001

Insurance Commissioner
Susan F. Cogswell



STATE OF CONNECTICUT

INSURANCE DEPARTMENT

FILING #0002329261 PG 01 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00223
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that

- the redomestication of The Travelers Indemnity Company of Missouri, a Missouri Corporation, pursuant to Section 38a-58a Connecticut General Statutes is approved, and
- the name change from The Travelers Indemnity Company of Missouri to Travelers Commercial Casualty Company is approved, and,
- the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile and change of name are also approved.

Witness my hand and official seal, at HARTFORD

This 1st^h day of October 2001

A handwritten signature in black ink that reads 'Susan F. Cogswell'.

Susan F. Cogswell
Insurance Commissioner

Certificate of Approval

**CERTIFICATE OF REDOMESTICATION
OF
THE TRAVELERS INDEMNITY COMPANY OF MISSOURI
To Be Known Upon Redomestication As
TRAVELERS COMMERCIAL CASUALTY COMPANY**

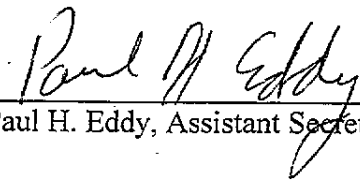
THE TRAVELERS INDEMNITY COMPANY OF MISSOURI (the "Company"), a Missouri corporation, in order to change its domicile to Connecticut as permitted pursuant to §38a-58a of the General Statutes of Connecticut, certifies as follows:

1. The name of the Company is The Travelers Indemnity Company of Missouri until the redomestication is effective, at which time the name will be Travelers Commercial Casualty Company.
2. The Company was incorporated in the State of Delaware on May 20, 1981 as Penn Casualty Insurance Company. Effective December 24, 1991, the company redomesticated to Missouri. On March 29, 1995, the Company's name was changed from Penn Casualty Insurance Company to The Travelers Indemnity Company of Missouri. Concurrent with the redomestication effective October 1, 2001, the Company's name will change from The Travelers Indemnity Company of Missouri to Travelers Commercial Casualty Company.
3. By order dated September 21, 2001, the Insurance Department of the State of Missouri has approved the Company request for a change in domicile to Connecticut in accordance with the laws of Missouri and the State of Connecticut. By order dated September 18, the Insurance Department of the State of Connecticut approved the Company's application to redomesticate to Connecticut effective October 1, 2001.
4. The Company's plan to redomesticate has been approved unanimously by the Company's Board of Directors and its sole shareholder pursuant to §33-797 of The General Statutes of Connecticut. Said vote meets the requirements of the Company's By-Laws and Missouri law.

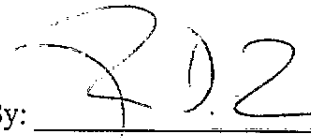
IN WITNESS WHEREOF, the Company has executed this Certification as of the 27th day of September, 2001, through its undersigned officers, who hereby state under penalties of false statement that the statements contained in this Certificate are correct.

[Seal]

By:


Paul H. Eddy, Assistant Secretary

Attest By:


Richard D. Lang
Assistant Secretary

**CHARTER
OF
TRAVELERS COMMERCIAL CASUALTY COMPANY**

EFFECTIVE AS OF OCTOBER 1, 2001

Section 1. The name of the corporation is Travelers Commercial Casualty Company.

Section 2. The business purposes and powers of said corporation shall be as follows:

A. To conduct and carry on the business of fire, marine, inland marine, surety, title and casualty insurance in the State of Connecticut and other jurisdictions.

B. In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

C. In addition to the rights, powers, privileges and franchises referred to in A. and B. above, and the powers granted to all corporations in the Business Corporation Act of the State of Connecticut, as the same may be amended from time to time, the corporation shall have the power:

1. To make insurance and execute bonds in behalf of, and in favor of, any person, firm, corporation, governmental body or other entity, including, without limitation, the power:

(a) to insure against loss of life or bodily injury by reason of accident, or against loss by reason of disease;

(b) to insure against loss or damage on account of bodily injury or death, by accident, or otherwise, of any person, for which loss or damage any person, firm, corporation, governmental body or other entity may be responsible, and to render service in the prevention of accidents, and in the adjustment of claims for loss or damage;

(c) to issue policies of insurance or bonds guaranteeing the fidelity of persons in positions of trust, public or private; to guarantee also the performance of contract and other obligations, and execute or guarantee bonds and undertakings, required or permitted in all actions or proceedings at law or otherwise, where bonds and undertakings are or may be required; and to insure or indemnify any person, firm, corporation, governmental body or other entity against the loss of negotiable paper, bonds, securities, deeds, documents and money;

(d) to insure against loss or damage by burglary, robbery or theft;

(e) to insure against loss or damage arising or resulting from damage to or breakage of glass;

(f) to insure against loss or damage to goods or premises by water, steam, gas, electricity, oils, chemicals or any similar substance arising or resulting from the breakage or leakage or sprinklers, pipes, tanks or other fixtures or equipment, and against damage to sprinklers, pipes or other fixtures or equipment;

(g) to insure against loss or damage to persons or property arising or resulting from the maintenance, use or operation of elevators, boilers, motors, engines, machinery, pipes, tanks or other mechanical equipment, and to make inspection of and issue certificates of inspection upon elevators, boilers, motors, engines, machinery, pipes, tanks, or other mechanical equipment;

(h) to insure against loss or damage to automobiles or other vehicles, including equipment and property thereon, resulting from accidents, including mechanical breakdown or defects in construction or material, and against loss or damage arising or resulting from injury to or destruction of property due to the ownership, maintenance or use of automobiles or other vehicles, including collision of an automobile or other vehicle with any other vehicle or object;

(i) to examine titles or real and personal property, furnish information relative thereto, and insure owners and others interested therein against loss by reason of incumbrances or defective title;

(j) to carry on the business commonly known as credit insurance, or guarantee, either by agreeing to purchase uncollectible debts, or otherwise to insure against loss or damage from the failure of persons indebted to the assured to meet their liabilities;

(k) to insure against loss of use and occupancy; against loss or profits; and against any other loss resulting from destruction of or damage to property by fire, water, explosion or other calamity;

(l) to reinsure any risk with any other company and to carry on a reinsurance business, and to make reinsurance on insurance risks of every kind undertaken by other insurance companies, associations, corporations, or persons, and in so doing may cooperate with other companies, associations, corporations, or persons; and to make contracts or treaties upon all conditions connected with the reinsurance business; and

(m) to insure or guarantee against loss or damage, direct or indirect, resulting from any other cause, casualty or other insurable risk.

D. To preserve all the powers which heretofore existed in said corporation.

Section 3. The amount of capital stock of the corporation hereby authorized is two thousand (2,000) shares, \$3,000.00 par value per share, which stock shall all be common stock.

Section 4. The personal liability to the corporation or its shareholders of a person who is or was a director of the corporation for monetary damages for breach of duty as a director shall be limited to the amount of the compensation received by the director for serving the corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, as defined in of Section 33-840(2) of the Connecticut Business Corporation Act as in effect on the effective date hereof or as it may be amended from time to time, to receive an improper personal economic gain, (c) 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 conduct or omission created an unjustifiable risk of serious injury to the corporation, (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation, or (e) create liability under Section 33-757 of the Connecticut Business Corporation Act as in effect on the effective date hereof or as it may be amended from time to time. This Section 4 shall not limit or preclude the liability of a person who is or was a director for any act or omission occurring prior to the effective date hereof on the date of filing of a Certificate of Amendment amending the Charter of the corporation with the Secretary of the State of the State of Connecticut. The personal liability of a person who is or was a director to the corporation or its shareholders for breach of duty as a director shall further be limited to the full extent allowed by the Connecticut Business Corporation Act as it may be amended from time to time. Any lawful repeal or modification of this Section 4 or the adoption of any provision inconsistent herewith by the Board of Directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect any limitation of liability, right or protection existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

State of Missouri



Department of Insurance

Certified Copy

I, Keith A. Wenzel, Director of the Department of Insurance, State of

Missouri, do hereby certify that the annexed pages are a true and correct

copy of the original

FILING #0002329261 PG 06 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00228
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE OF
AMENDMENT OF ARTICLES
OF
THE TRAVELERS INDEMNITY COMPANY OF MISSOURI
DATED
JUNE 8, 1999
AND ITS ATTACHMENTS

Which said original is now on file in this department.

IN WITNESS WHEREOF, I have hereunto set my hand and caused to be affixed the Seal of said Department. Done at my office in the City of Jefferson, this 28th day of September, 1999.

Keith A. Wenzel, Director

A handwritten signature in black ink, appearing to read 'Keith A. Wenzel', is written over a horizontal line. The signature is fluid and cursive.

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF AMENDMENT

I, REBECCA McDOWELL COOK, SECRETARY OF STATE OF THE
STATE OF MISSOURI, DO HEREBY CERTIFY THAT

THE TRAVELERS INDEMNITY COMPANY OF MISSOURI

FILED #0002329261 PG 07 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00229
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

A CORPORATION ORGANIZED UNDER THE LAWS OF MISSOURI, HAS DELIVERED
TO ME AND THAT I HAVE FILED ITS CERTIFICATE OF AMENDMENT OF ITS
ARTICLES OF INCORPORATION; THAT SAID CORPORATION HAS IN ALL
RESPECTS COMPLIED WITH THE REQUIREMENTS OF LAW GOVERNING THE
AMENDMENT OF ARTICLES OF INCORPORATION AND THAT SAID ARTICLES
ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
9TH DAY OF SEPTEMBER, 1999.

Rebecca McDowell Cook
Secretary of State



\$1525.00

CERTIFICATE OF AMENDMENT OF ARTICLES

(to be executed in triplicate)

We, the undersigned president or vice president and secretary or assistant secretary, on our oaths swear and certify to the truth of the following statements:

(1) NAME OF THE INSURANCE COMPANY: The Travelers Indemnity Company of Missouri
IF THE NAME OF THE INSURANCE COMPANY CHANGED AS A RESULT OF THIS AMENDMENT, THE NAME
OF THE INSURANCE COMPANY IMMEDIATELY BEFORE THIS AMENDMENT WAS _____
N/A

(2) THE DATE OF THE ADOPTION OF THE AMENDMENT BY THE SHAREHOLDERS, MEMBERS OR
OTHER GROUP OF PERSONS ENTITLED TO VOTE ON THE
AMENDMENT: June 8, 1999

(3) THE AMENDMENT ADOPTED (attach additional pages if necessary): _____
ARTICLE IV

The aggregate number of shares which the corporation shall have
authority to issue shall be Two Thousand (2,000) shares of a par
value of Three Thousand Dollars (\$3,000.00) each, amounting in the
aggregate to Six Million Dollars (\$6,000,000.00).

(4) THE NUMBER OF SHARES, MEMBERS, OR OTHER GROUP OF PERSONS ENTITLED TO VOTE, OR IF A MUTUAL, THE NUMBER OF THE MEMBERS PRESENT EITHER IN PERSON OR BY PROXY ENTITLED TO VOTE: One Thousand Common

(5) THE NUMBER OF SHARES, MEMBERS OR OTHER GROUP OF PERSONS THAT VOTED FOR AND AGAINST SAID AMENDMENT RESPECTIVELY: For: 1000 Against: 0

(6) IF THE AMENDMENT EFFECTS A CHANGE IN THE NUMBER OR PAR VALUE OF AUTHORIZED SHARES, THEN A STATEMENT SHOWING THE NUMBER OF SHARES AND PAR VALUE THEROF

PREVIOUSLY AUTHORIZED: 1,000 shares \$3,000.00 Par Value

C. J. Clarke
~~President or Vice President~~ Vice Chairman
Charles J. Clarke

PLACE CORPORATE SEAL HERE
(If no corporate seal, state "none".)

Paul H. Eddy
~~Secretary or Assistant Secretary~~
Paul H. Eddy

State of Connecticut
County of Hartford

FILED AND CERTIFICATE
ISSUED
SEP 9 1999

Subscribed and sworn to before me this 18 day of June, 1999.

Rebecca McDowell Cook
Linda M. Kolios
SECRETARY OF STATE

NOTARIAL SEAL

NOTARY PUBLIC Linda M. Kolios
My Commission expires 4/30/2003

CERTIFICATE OF AMENDMENT OF THE DIRECTOR OF INSURANCE
(This certificate may be filled out only by the Director of Insurance)

I certify that I have examined the above Certificate of Amendment of Articles as executed by the insurance company and find that it conforms to law, that the proceedings were regular, that the condition and the assets of the company justify the amendment, and that the same will not be prejudicial to the interests of the policyholders, all as provided by law.

So Certified, Signed, and Official Seal Affixed on this date: August 23, 1999
Keith Wenzel
Keith Wenzel
Director of Insurance

State of Missouri



Department of Insurance

Certified Copy

I, Keith A. Wenzel, Director of the Department of Insurance, State of Missouri, do hereby certify that the annexed pages are a true and correct copy of the original

FILING #0002329261 PG 10 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00232
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

**CERTIFICATE OF AMENDMENT OF ARTICLES
OF
THE TRAVELERS INDEMNITY COMPANY OF MISSOURI
(FORMERLY PENN CASUALTY INSURANCE COMPANY)
DATED APRIL 10, 1996**

Which said original is now on file in this department.

IN WITNESS WHEREOF, I have hereunto set my hand and caused to be affixed the Seal of said Department. Done at my office in the City of Jefferson, this 24th day of June, 1999.

Keith A. Wenzel, Director

RECEIVED

OCT 01 1994

MO INS DEPT

CERTIFICATE OF AMENDMENT OF ARTICLES
(to be executed in triplicate)

We, the undersigned president or vice president and secretary or assistant secretary, on our oaths swear and certify to the truth of the following statements:

The Travelers Indemnity Company of Missouri
(1) NAME OF THE INSURANCE COMPANY: (Formerly Penn Casualty Insurance Company)
IF THE NAME OF THE INSURANCE COMPANY CHANGED AS A RESULT OF THIS AMENDMENT, THE NAME OF THE INSURANCE COMPANY IMMEDIATELY BEFORE THIS AMENDMENT WAS _____

(2) THE DATE OF THE ADOPTION OF THE AMENDMENT BY THE SHAREHOLDERS, MEMBERS OR OTHER GROUP OF PERSONS ENTITLED TO VOTE ON THE AMENDMENT: December 27, 1994

(3) THE AMENDMENT ADOPTED (attach additional pages if necessary): _____

ARTICLE II

The principal office of the corporation for the transaction of business shall be located in the City of St. Louis, County of St. Louis, State of Missouri.

ARTICLE X

The registered office of the Corporation shall be located at CT Corporation, 906 Olive Street, in the city of St. Louis, state of Missouri, 63101, and the Registered Agent of the Corporation at such address shall be Jonathan Miles.

FILING #0002329261 PG 11 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00233
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

(4) THE NUMBER OF SHARES, MEMBERS, OR OTHER GROUP OF PERSONS ENTITLED TO VOTE. OR IF A MUTUAL, THE NUMBER OF THE MEMBERS PRESENT EITHER IN PERSON OR BY PROXY ENTITLED TO VOTE: One Thousand of One Thousand Common

(5) THE NUMBER OF SHARES, MEMBERS OR OTHER GROUP OF PERSONS THAT VOTED FOR AND AGAINST SAID AMENDMENT RESPECTIVELY: For: 1000 Against: 0

(6) IF THE AMENDMENT EFFECTS A CHANGE IN THE NUMBER OR PAR VALUE OF AUTHORIZED SHARES, THEN A STATEMENT SHOWING THE NUMBER OF SHARES AND PAR VALUE THEROF PREVIOUSLY AUTHORIZED: N/A

PLACE CORPORATE SEAL HERE
(If no corporate seal, state "none".)

Donald T. DeCarlo
~~President or Vice President~~ Senior Vice President
Donald T. DeCarlo

Paul H. Eddy
~~Secretary or Assistant Secretary~~
Paul H. Eddy

State of Connecticut
County of Hartford

Subscribed and sworn to before me this 10th day of April, 19 96.

NOTARIAL SEAL

Dinda M. Kolos
NOTARY PUBLIC
My Commission expires 4/30/98

CERTIFICATE OF AMENDMENT OF THE DIRECTOR OF INSURANCE
(This certificate may be filled out only by the Director of Insurance)

I certify that I have examined the above Certificate of Amendment of Articles as executed by the insurance company and find that it conforms to law, that the proceedings were regular, that the condition and the assets of the company justify the amendment, and that the same will not be prejudicial to the interests of the policyholders, all as provided by law.

So Certified, Signed, and Official Seal Affixed on this date: 4-16-96

Jay Angoff
JAY ANGOFF
Director of Insurance
State of Missouri

FILING #0002329261 PG 12 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00234
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

State of Missouri



Department of Insurance

Certified Copy

I, Keith A. Wenzel, Director of the Department of Insurance, State of Missouri, do hereby certify that the annexed pages are a true and correct copy of the original

FILING #0002329261 PG 13 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00235
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

**DECLARATION OF INTENTION TO REDOMESTICATED
AND RESTATED ARTICLES
FOR
PENN CASUALTY INSURANCE COMPANY
DATED
DECEMBER 24, 1991**

Which said original is now on file in this department.

IN WITNESS WHEREOF, I have hereunto set my hand and caused to be affixed the Seal of said Department. Done at my office in the City of Jefferson, this 24th day of June, 1999.

Keith A. Wenzel, Director

State of Missouri



Department of Insurance

Certified Copy

I, LEWIS E. MELAHN, Director of the Department of Insurance,
State of Missouri, do hereby certify that the annexed pages are a true and correct copy of the original.

FILING #0002329261 PG 14 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00236
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

DECLARATION OF INTENTION TO REDOMESTICATE AND RESTATED ARTICLES FOR PENN CASUALTY INSURANCE COMPANY

which said original is now on file in this Department.

IN WITNESS WHEREOF, I have hereunto set my hand and caused to be
hereto affixed Seal of said Department. Done at my office in the City of Jefferson,

this 24th day of December 19 91

Director

By _____

DECLARATION OF INTENTION TO REDOMESTICATE
and
RESTATED ARTICLES OF INCORPORATION
of
PENN CASUALTY INSURANCE COMPANY

FILING #0002329261 PG 15 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00237
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

The undersigned corporation, for the purpose of Redomestication of the corporation from the State of Delaware to the State of Missouri and to be incorporated under the laws of the State of Missouri, and in particular, under the provisions of Chapter 379, Revised Statutes of Missouri, as amended, relative to a stock insurance company other than life, declares as follows:

RESTATED ARTICLES OF INCORPORATION
ARTICLE I

The name of the corporation is Penn Casualty Insurance Company.

ARTICLE II

The principal office of the corporation for the transaction of business shall be located in Kansas City, Missouri. - *D. Clifford Daniels 4435 Main St. Sa. 400*

ARTICLE III

The corporation is empowered to and proposes to make contracts of insurance, reinsurance and to accept reinsurance on all kinds and classes of property and casualty insurance as permitted by applicable law.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be One Thousand (1,000) shares of a par value of Three Thousand Dollars (\$3,000.00) each, amounting in the aggregate to Three Million Dollars (\$3,000,000.00).

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

Roy D. Bluest

ARTICLE V

The number of directors of the corporation to be elected by the shareholders is nine (9), thereafter the Board of Directors shall consist of not less than nine (9) nor more than twenty-five (25) persons, which number may be fixed from time to time by the bylaws of the company. Each Director shall be at least twenty-one (21) years of age.

ARTICLE VI

Except as otherwise specifically provided by statute, all powers of management and direct control of the corporation shall be vested in the Board of Directors.

The Board of Directors shall have power to make, and from time to time repeal, amend and alter the Bylaws of the corporation; provided, however, that the paramount power to repeal, amend and alter the Bylaws or to adopt new Bylaws, shall always be vested in the shareholders, which power may be exercised by a vote of a majority thereof present at any annual or special meeting of the shareholders, and the directors thereafter have no power to suspend, repeal, amend or otherwise alter any Bylaws or a portion thereof so enacted by the shareholders, unless the shareholders in enacting such Bylaws or portion thereof shall otherwise provide.

To the extent permitted by law, the Board of Directors shall have absolute discretion as to the declaration, amount and nature of dividends, and may invest and reinvest the funds of the corporation to such extent and in such manner as in its absolute discretion it may deem advisable.

ARTICLE VII

The duration of the corporation is perpetual. ✓

ARTICLE VIII

To the extent now or hereafter permitted by law, the corporation reserves the right to amend, alter, change, supplement or repeal any provisions of the Articles of Incorporation, and all rights of shareholders, directors and officers are subject to this express reservation.

ARTICLE IX

No shareholder shall have preemptive rights in any shares of the company now or hereafter authorized or issued.

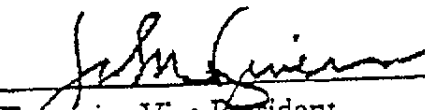
ARTICLE X

The address of the registered office in the State of Delaware is No. 1209 Orange Street, Wilmington, Delaware 19801, and the name of the registered agent of the corporation at such address is The Corporation Trust Company.

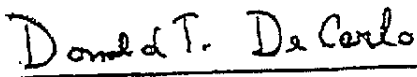
CERTIFICATION

I, Jon M. Livers, hereby certify that I am the duly elected and acting Executive Vice President of Penn Casualty Insurance Company, a Delaware corporation, and that the above and foregoing is a true and correct copy of the Restated Articles of Incorporation of Penn Casualty Insurance Company.

GIVEN AND CERTIFIED, at the Executive Offices of the Company in the City of New York, New York with the corporate seal hereto affixed this 25th day of November, 1991.

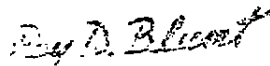

Executive Vice President

Attested:


Secretary

FILING #0002329261 PG 17 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00239
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

FILED AND CERTIFICATE OF
INCORPORATION ISSUED



RESTATED CERTIFICATE OF INCORPORATION
OF
PENN CASUALTY INSURANCE COMPANY

FILING #0002329261 PG 18 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00240
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

PENN CASUALTY INSURANCE COMPANY, a corporation and existing under the State of Delaware, hereby certifies as follows:

1. The name of the corporation is PENN CASUALTY INSURANCE COMPANY.
2. The Restated Certificate of Incorporation restates, integrates and further amends the Certificate of Incorporation of this corporation by entitling the same as Restated Articles of Incorporation; changing the corporation's principal place of business and increasing the number of directors to be elected by the shareholders.
3. The text of the Certificate of Incorporation is amended and restated to read as herein set forth in full.

RESTATED ARTICLES OF INCORPORATION

ARTICLE I

The name of the corporation is Penn Casualty Insurance Company.

ARTICLE II

The principal office of the corporation for the transaction of business shall be located in Kansas City, Missouri.

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

Ray D. Blesat

ARTICLE III

The corporation is empowered to and proposes to make contracts of insurance, reinsurance and to accept reinsurance on all kinds and classes of property and casualty insurance as permitted by applicable law.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be One Thousand (1,000) shares of a par value of Three Thousand Dollars (\$3,000.00) each, amounting in the aggregate to Three Million Dollars (\$3,000,000.00).

ARTICLE V

The number of directors of the corporation to be elected by the shareholders is nine (9), thereafter the Board of Directors shall consist of not less than nine (9) nor more than twenty-five (25) persons, which number may be fixed from time to time by the bylaws of the company. Each Director shall be at least twenty-one (21) years of age.

ARTICLE VI

Except as otherwise specifically provided by statute, all powers of management and direct control of the corporation shall be vested in the Board of Directors.

The Board of Directors shall have power to make, and from time to time repeal, amend and alter the Bylaws of the corporation; provided, however, that the paramount power to repeal, amend and alter the Bylaws or to adopt new Bylaws, shall always be vested in the shareholders, which power may be exercised by a vote of a majority thereof present at any annual or special meeting of the shareholders, and the directors thereafter have no power to suspend, repeal, amend or otherwise alter any Bylaws or a portion thereof so enacted by the shareholders, unless the shareholders in enacting such Bylaws or portion thereof shall otherwise provide.

To the extent permitted by law, the Board of Directors shall have absolute discretion

as to the declaration, amount and nature of dividends, and may invest and reinvest the funds of the corporation to such extent and in such manner as in its absolute discretion it may deem advisable.

ARTICLE VII

The duration of the corporation is perpetual.

ARTICLE VIII

To the extent now or hereafter permitted by law, the corporation reserves the right to amend, alter, change, supplement or repeal any provisions of the Articles of Incorporation, and all rights of shareholders, directors and officers are subject to this express reservation.

ARTICLE IX

No shareholder shall have preemptive rights in any shares of the company now or hereafter authorized or issued.

ARTICLE X

The address of the registered office in the State of Delaware is No. 1209 Orange Street, Wilmington, Delaware 19801, and the name of the registered agent of the corporation at such address is The Corporation Trust Company.

4. This Restated Certificate of Incorporation was duly adopted by unanimous written consent of the stockholders in accordance with the applicable provisions of Sections 228,

FILING #0002329261 PG 20 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00242
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said PENN CASUALTY INSURANCE COMPANY has caused this Certificate to be signed by Jon M. Livers, its Executive Vice President and attested to by Donald T. DeCarlo, its Secretary this 25th day of November, 1991.

PENN CASUALTY
INSURANCE COMPANY

(Corporate Seal)

By: Jon M. Livers
Executive Vice President

Attest:

By: Donald T. De Carlo
Secretary

ACKNOWLEDGMENT

I, Donald T. DeCarlo, duly elected and acting Secretary of Penn Casualty Insurance Company, a Delaware corporation, hereby acknowledge that the foregoing Restated Certificate of Incorporation of Penn Casualty Insurance Company, a Delaware corporation, is the act the deed of the corporation, and that the facts stated therein are true and correct.

GIVEN AND CERTIFIED, at the Executive Offices of the Company, in the City of New York, New York, with the corporate seal thereof hereto affixed this 25th day of November, 1991.

Donald T. De Carlo

FILING #0002329261 PG 21 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00243
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Affidavit of Publication

DECLARATION OF INTENTION TO REDOMESTICATE and RESTATED ARTICLES OF INCORPORATION of PENN CASUALTY INSURANCE COMPANY

STATE OF MISSOURI County of Jackson ss.

Robert W. Smalley, of lawful age, being duly sworn, says that he is one of the publishers of THE DAILY RECORD, a daily newspaper of general circulation published in Kansas City, Jackson County, Missouri, and that the notice of

Articles of Incorporation

a true copy of which is hereto attached was duly published in the Daily Edition of said newspaper.

Four (4) Consecutive Fridays

beginning November 29, 1991 and in each of the

following issues December 6, 13, 20, 1991

being numbers 110-115-120-125

of volume 176 of said newspaper.

Affiant further declares that said newspaper is qualified under, and has complied with all of the provisions of Chapter 493, including Section 493.050 and Sections 493.070 to 493.090. Revised Statutes of Missouri.

Robert W. Smalley ROBERT W. SMALLEY

Subscribed and sworn to before me this 20th day of

December 19, 1991 and I certify that I am duly qualified as a Notary Public and my commission expires September 13, 1994.

(NOTARY SEAL)

Mary Ellen Fennelly MARY ELLEN FENNELLY Notary Public in and for Jackson County, Missouri

FILING #0002329261 PG 22 OF 41 VOL B-00447 FILED 10/01/2001 01:56 PM PAGE 00244 SECRETARY OF THE STATE CONNECTICUT SECRETARY OF THE STATE

The undersigned corporation, for the purpose of Redomestication of the corporation from the State of Delaware to the State of Missouri and to be incorporated under the laws of the State of Missouri, and in particular, under the provisions of Chapter 379, Revised Statutes of Missouri, as amended, relative to a stock insurance company other than life, declares as follows:

RESTATED ARTICLES OF INCORPORATION ARTICLE I

The name of the corporation is Penn Casualty Insurance Company.

ARTICLE II

The principal office of the corporation for the transaction of business shall be located in Kansas City, Missouri.

ARTICLE III

The corporation is empowered to and proposes to make contracts of insurance, reinsure and to accept reinsurance on all kinds and classes of property and casualty insurance as permitted by applicable law.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be One Thousand (1,000) shares of a par value of Three Thousand Dollars (\$3,000.00) each, amounting in the aggregate to Three Million Dollars (\$3,000,000.00).

ARTICLE V

The number of directors of the corporation to be elected by the shareholders is nine (9), thereafter the Board of Directors shall consist of not less than nine (9) nor more than twenty-five (25) persons, which number may be fixed from time to time by the bylaws of the company. Each Director shall be at least twenty-one (21) years of age.

ARTICLE VI

Except as otherwise specifically provided by statute, all powers of management and direct control of the corporation shall be vested in the Board of Directors.

The Board of Directors shall have power to make, and from time to time repeal, amend and alter the Bylaws of the corporation; provided, however, that the paramount power to repeal, amend and alter the Bylaws or to adopt new Bylaws, shall always be vested in the shareholders, which power may be exercised by a vote of a majority thereof present at any annual or special meeting of the shareholders, and the directors thereafter have no power to suspend, repeal, amend or otherwise alter any Bylaws or a portion thereof so enacted by the shareholders.

Director shall be at least twenty-one (21) years of age.

ARTICLE VI

Except as otherwise specifically provided by statute, all powers of management and direct control of the corporation shall be vested in the Board of Directors.

The Board of Directors shall have power to make, and from time to time repeal, amend and alter the Bylaws of the corporation; provided, however, that the paramount power to repeal, amend and alter the Bylaws or to adopt new Bylaws, shall always be vested in the shareholders, which power may be exercised by a vote of a majority thereof present at any annual or special meeting of the shareholders, and the directors thereafter have no power to suspend, repeal, amend or otherwise alter any Bylaws or a portion thereof so enacted by the shareholders, unless the shareholders in enacting such Bylaws or portion thereof shall otherwise provide.

To the extent permitted by law, the Board of Directors shall have absolute discretion as to the declaration, amount and nature of dividends, and may invest and reinvest the funds of the corporation to such extent and in such manner as in its absolute discretion it may deem advisable.

ARTICLE VII

The duration of the corporation is perpetual.

ARTICLE VIII

To the extent now or hereafter permitted by law, the corporation reserves the right to amend, alter, change, supplement or repeal any provisions of the Articles of Incorporation, and all rights of shareholders, directors and officers are subject to this express reservation.

ARTICLE IX

No shareholder shall have preemptive rights in any shares of the company now or hereafter authorized or issued.

ARTICLE X

The address of the registered office in the State of Delaware is No. 1209 Orange Street, Wilmington, Delaware 19801, and the name of the registered agent of the corporation at such address is The Corporation Trust Company.

CERTIFICATION

I, Jon M. Livers, hereby certify that I am the duly elected and acting Executive Vice President of Penn Casualty Insurance Company, a Delaware corporation, and that the above and foregoing is a true and correct copy of the Restated Articles of Incorporation of Penn Casualty Insurance Company.

GIVEN AND CERTIFIED at the Executive Offices of the Company in the City of New York, New York with the corporate seal hereto affixed this 25th day of November, 1991.

JON M. LIVERS

Executive Vice President

Attested:

DONALD T. DECARLO

Secretary

Published November 29, Decem-

FILING #0002329261 PG 23 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00245
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

FILING #0002329261 PG 24 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00246
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

ATTORNEY GENERAL OF MISSOURI

JEFFERSON CITY

WILLIAM L. WEBSTER
ATTORNEY GENERAL

65102

P. O. Box 899
(314) 751-3321

December 18, 1991

Mr. Lewis Mehlan
Department of Insurance
P.O. Box 690
Jefferson City, MO 65102

Re: Declaration of Intention to Redomesticate and
Restated Articles of Incorporation and Affidavit
of Publication of Penn Casualty Insurance Company

Dear Mr. Mehlan:

At the request of your general counsel, Mark W. Stahlhuth, this office has examined the Declaration of Intention to Redomesticate and Restated Articles of Incorporation and Affidavit of Publication of Penn Casualty Insurance Company Pursuant to Chapter 379 of the Revised Statutes of Missouri. Having done so, we hereby certify that these documents are in accordance with the provisions of Sections 379.010 to 379.160 of the Revised Statutes of Missouri and are not inconsistent with the Constitution and laws of the United States and this state, including Section 24 of House Bill 385, et al.

Our findings concerning these documents are confined to the legal form thereof. We express no opinion as to whether all requirements of Chapter 379 have been met, and assume that you will perform your statutory responsibilities before allowing this company to commence business as a domestic insurer.

Sincerely yours,

WILLIAM L. WEBSTER
Attorney General



CAROLE LEWIS ILES
Assistant Attorney General

lev
Enclosure
pc: Mark Stahlhuth

State of Missouri



Department of Insurance

Certified Copy

I, Keith A. Wenzel, Director of the Department of Insurance, State of Missouri, do hereby certify that the annexed pages are a true and correct copy of the original

FILING #0002329261 PG 25 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00247
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

**CERTIFICATE OF AMENDMENT
FOR
PENN CASUALTY INSURANCE COMPANY
DATED
DECEMBER 31, 1991**

Which said original is now on file in this department.

IN WITNESS WHEREOF, I have hereunto set my hand and caused to be affixed the Seal of said Department. Done at my office in the City of Jefferson, this 24th day of June, 1999.

Keith A. Wenzel, Director

00360639

No



STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

FILING #0002329261 PG 26 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00248
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Certificate of Amendment

I, ROY D. BLUNT, Secretary of State of the State of Missouri, do hereby certify that _____
PENN CASUALTY INSURANCE COMPANY

a corporation organized under the Laws of Missouri, has delivered to me and that I have filed its Certificate of Amendment of its Articles of Incorporation; that said Corporation has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation and that said Articles are amended in accordance therewith.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, do hereby certify that I have filed said Certificate of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix

State of Missouri

John Ashcroft, Governor

Department of Insurance
P.O. Box 690
Jefferson City, Missouri 65102-0690
Telephone 314/751-4126

Lewis E. Melahn
Director

FILING #0002329261 PG 27 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00249
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

December 31, 1991

Honorable Roy D. Blunt
Secretary of State
8th Floor, Truman State Office Building
Jefferson City, MO 65101
ATTN: Denise Gerlt:

RE: AMENDMENT OF ARTICLES OF INCORPORATION OF
PENN CASUALTY INSURANCE COMPANY

Dear Denise:

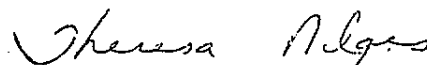
Pursuant to Section 375.206, RSMo 1986, I am forwarding the following documents regarding the above-referenced Amendment:

Two copies of the Certificate of Amendment of Articles as executed by the insurance company and the Certificate of Amendment of the Director of Insurance as executed by the director of insurance.

It is the desire of the above-referenced corporation that your office issue its Certificate of Amendment and forward same to Mr. James P. Dalton, 314 East High Street, Jefferson City, Missouri 65101 and bill for the required filing fee.

Our office would also like to receive a copy of your certificate.

Respectfully,



Theresa Nilges
Admissions Specialist

/tn

Enclosures

PENN CASUALTY INSURANCE COMPANY
CERTIFICATE OF AMENDMENT OF ARTICLES

(to be executed in triplicate)

We, the undersigned president or vice president and secretary or assistant secretary, on our oaths swear and certify to the truth of the following statements:

(1) NAME OF THE INSURANCE COMPANY: Penn Casualty Insurance Company
IF THE NAME OF THE INSURANCE COMPANY CHANGED AS A RESULT OF THIS AMENDMENT, THE NAME OF THE INSURANCE COMPANY IMMEDIATELY BEFORE THIS AMENDMENT WAS _____
N/A

(2) THE DATE OF THE ADOPTION OF THE AMENDMENT BY THE SHAREHOLDERS, MEMBERS OR OTHER GROUP OF PERSONS ENTITLED TO VOTE ON THE AMENDMENT: December 19, 1991

(3) THE AMENDMENT ADOPTED (attach additional pages if necessary): _____
Article II. The principal office of the corporation for the
transaction of business shall be located in Kansas City, Missouri.
The Registered Office of the corporation shall be located at
4435 Main Street, Suite 400, Kansas City, Missouri 64111 and
the Registered Agent at such address is D. Clifford Daniels.

FILING #0002329261 PG 28 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00250
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

FILED AND CERTIFICATE
ISSUED
DEC 31 1991
Kay D. Blunt
Secretary of the State

(4) THE NUMBER OF SHARES, MEMBERS, OR OTHER GROUP OF PERSONS ENTITLED TO VOTE, OR IF A MUTUAL, THE NUMBER OF THE MEMBERS PRESENT EITHER IN PERSON OR BY PROXY ENTITLED TO VOTE: 1 shareholder - Gulf Insurance Company

(5) THE NUMBER OF SHARES, MEMBERS OR OTHER GROUP OF PERSONS THAT VOTED FOR AND AGAINST SAID AMENDMENT RESPECTIVELY: For: All Against: None

(6) IF THE AMENDMENT EFFECTS A CHANGE IN THE NUMBER OR PAR VALUE OF AUTHORIZED SHARES, THEN A STATEMENT SHOWING THE NUMBER OF SHARES AND PAR VALUE THEROF PREVIOUSLY AUTHORIZED: No effect.

FILING #0002329261 PG 29 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00251
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

PLACE CORPORATE SEAL HERE
(If no corporate seal, state "none".)

[Signature]
~~XXXXXXXXXX~~ Vice President

[Signature]
Secretary ~~XXXXXXXXXXXXXXXXXXXX~~

State of New York
County of New York ss

Subscribed and sworn to before me this 19th day of December, 1991.

DAVID JAFFA
Notary Public, State of New York
No. 24-4958634
Qualified in Kings County
NOTARIAL SEAL Expires November 13, 1993

[Signature]
NOTARY PUBLIC
My Commission expires 11/13/93

CERTIFICATE OF AMENDMENT OF THE DIRECTOR OF INSURANCE
(This certificate may be filled out only by the Director of Insurance)

I certify that I have examined the above Certificate of Amendment of Articles as executed by the insurance company and find that it conforms to law, that the proceedings were regular, that the condition and the assets of the company justify the amendment, and that the same will not be prejudicial to the interests of the policyholders, all as provided by law.

So Certified, Signed, and Official Seal Affixed on this date: 12-31-91

[Signature]
LEWIS E. MELAHN
Director of Insurance
State of Missouri

State of Missouri



Department of Insurance

Certified Copy

I, Keith A. Wenzel, Director of the Department of Insurance, State of Missouri, do hereby certify that the annexed pages are a true and correct copy of the original

**AMENDMENT OF ARTICLES OF INCORPORATION
FOR
PENN CASUALTY INSURANCE COMPANY
DATED
APRIL 15, 1994**

Which said original is now on file in this department.

IN WITNESS WHEREOF, I have hereunto set my hand and caused to be affixed the Seal of said Department. Done at my office in the City of Jefferson, this 24th day of June, 1999.

Keith A. Wenzel, Director

State of Missouri



Mel Carnahan, Governor

Department of Insurance
P.O. Box 690
Jefferson City, Missouri 65102-0690

Jay Angoff
Director

May 13, 1994

Honorable Judith K. Moriarty
Secretary of State
600 W. Main, 3rd Floor
Jefferson City, MO 65101
ATTN: Denise Gerlt:

RE: AMENDMENT OF ARTICLES OF INCORPORATION OF
PENN CASUALTY INSURANCE COMPANY

Dear Denise:

Pursuant to Section 375.206, RSMo 1986, I am forwarding the following documents regarding the above-referenced Amendment:

Two copies of the Certificate of Amendment of Articles as executed by the insurance company and the Certificate of Amendment of the Director of Insurance as executed by the director of insurance.

It is the desire of the above-referenced corporation that your office issue its Certificate of Amendment and forward same to Mr. Michael E. Zipper, Assistant Counsel, Gulf Insurance Group, 200 Park Avenue, New York, NY 10166 and bill for the required filing fee.

Our office would also like to receive a copy of your certificate.

Respectfully,

A handwritten signature in cursive script that reads 'Theresa Nilges'.

Theresa Nilges
Admissions Specialist

Enclosures

FILING #0002329261 PG 31 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00253
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

FORM 5.DOC

CERTIFICATE OF AMENDMENT OF ARTICLES
(to be executed in triplicate)

We, the undersigned president or vice-president and secretary on our oaths swear and certify to the truth of the following statements.

(1) NAME OF THE INSURANCE COMPANY: Penn Casualty Insurance Company

IF THE NAME OF THE INSURANCE COMPANY CHANGED AS A RESULT OF THIS AMENDMENT, THE NAME OF THE INSURANCE COMPANY IMMEDIATELY BEFORE THIS AMENDMENT WAS:

(2) THE DATE OF THE ADOPTION OF THE AMENDMENT BY THE SHAREHOLDERS, MEMBERS OR OTHER GROUP OF PERSONS ENTITLED TO VOTE ON THE AMENDMENT: April 15, 1994

(3) THE AMENDMENT ADOPTED (attach additional pages if necessary):

Article II is amended to read as follows:

"The principal place of business of the Corporation for the transaction of business shall be in Kansas City, Missouri."

Article X is amended to read as follows:

"The registered office of the Corporation shall be located at 4435 Main Street, Suite 400, Kansas City, Missouri 64111, and the Registered Agent of such address is D. Clifford Daniels."

(4) THE NUMBER OF SHARES, MEMBERS OR OTHER GROUP OF PERSONS ENTITLED TO VOTE OR, IF A MUTUAL, THE NUMBER OF THE MEMBERS PRESENT EITHER IN PERSON OR BY PROXY ENTITLED TO VOTE: 100%

(5) THE NUMBER OF SHARES, MEMBERS OR OTHER GROUP OF PERSONS THAT VOTED FOR AND AGAINST SAID AMENDMENT RESPECTIVELY: For: 100% Against: ---

FILING #0002329261 PG 32 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00254
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

MISSOURI REGULATIONS

(6) IF THE AMENDMENT EFFECTS A CHANGE IN THE NUMBER OR PAR VALUE OF AUTHORIZED SHARES, THEN A STATEMENT SHOWING THE NUMBER OF SHARES AND PAR VALUE THEREOF PREVIOUSLY AUTHORIZED: N/A

PLACE THE CORPORATE SEAL HERE:
(If no corporate seal, state "none")

Christopher E. Nitz
President or Vice President
David T. DeGale
Secretary or Assistant Secretary

State of New York :
 ss
County of New York :

Subscribed and sworn to before me this 25th day of April, 1994

NOTARIAL SEAL DAVID JAFFA
 Notary Public, State of New York
 No. 24-4958634
 Qualified in Kings County
 Comm. Expires November 13, 1995

David Jaffa
NOTARY PUBLIC
My Commission expires 11/13/95

CERTIFICATE OF AMENDMENT OF THE DIRECTOR OF INSURANCE
(This certificate may be filled out only by the Director of Insurance)

I certify that I have examined the above Certificate of Amendment of Articles as executed by the insurance company and find that it conforms to law, that the proceedings were regular, that the condition and the assets of the company justify the amendment, and that the same will not be prejudicial to the interests of the policyholders, all as provided by law.

So Certified, Signed, and Official Seal Affixed on this Date: 5-13-94

J. Angoff
Jay Angoff
Director of Insurance
State of Missouri

FILING #0002329261 PG 33 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00255
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

FILED AND CERTIFICATE
ISSUED
JUN 07 1994

Judith K. Prosser
SECRETARY OF STATE

UNANIMOUS WRITTEN CONSENT
OF
STOCKHOLDER
OF
PENN CASUALTY INSURANCE COMPANY

THE UNDERSIGNED, being the sole record and beneficial holder of the stock of Penn Casualty Insurance Company, a Missouri corporation (the "Company"), acting pursuant to Section 228 of the General Corporation Law of the State of Delaware, does hereby adopt the resolution set forth below and does hereby waive all notice of a meeting and the holding of a meeting of the stockholder to act upon said Resolution.

RESOLVED, that in order to assure compliance with any and all statutes, regulations and/or rules of the State of Missouri, the Company's Certificate of Incorporation be amended so that Articles II of the Certificate of Incorporation will reflect the principle place of business of the Corporation as Kansas City, Missouri and Articles X will reflect the current name and address of the Registered Office and the name of the Registered Agent at said Office as set forth in the Unanimous Written Consent of the Board, incorporated herein for reference.

IN WITNESS WHEREOF, the undersigned sole stockholder of the Company has executed this consent as of the 15 day of April, 1994.

GULF INSURANCE COMPANY

By: J. Fowler

Received and made a part of the minutes of the meetings and procedures of the stockholder of Penn Casualty Insurance Company this 15 day of April, 1994

FILING #0002329261 PG 34 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00256
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Daniel T. DeLuca
Secretary

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
PENN CASUALTY INSURANCE COMPANY**

The undersigned, being all of the members of the Board of Directors of Penn Casualty Insurance Company, a property and casualty insurance company duly organized and legally existing under the laws of the state of Missouri (the "Corporation"), do hereby waive all notice of a meeting and the holding any meeting of the Board of Directors of the Company and consent in writing to the adoption of the following resolution:

WHEREAS, the Corporation's Articles of Incorporation be amended as follows, consistent with compliance requirements:

Article II.

The principle office of the corporation for the transaction of business shall be in Kansas City, Missouri.

WHEREAS, the Corporation's Articles of Incorporation be amended as follows, consistent with compliance requirements:

Article X.

The registered office of the Corporation shall be located at 4435 Main Street, Suite 400 Kansas City, Missouri 64111, and the Registered Agent at such address is D. Clifford Daniels.

Now, therefore be it,

RESOLVED, that the Board of Directors of the Company deems it advisable and hereby approves the amendment of the Company's Certificate of Incorporation in the above-described manner in order to bring the Articles of Incorporation in compliance with the laws, regulations and rules of the State of Missouri and all its regulatory authorities; and further

FILING #0002329261 PG 35 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00257
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

RESOLVED, that the President or Executive Vice President of the Company is hereby authorized and directed to amend the Articles of Incorporation in substantially the same form as attached described above upon the consent of the requisite number of shareholder, and the Secretary is hereby authorized and directed to attest to such signature, to affix the corporate seal thereto and to file and record such Amendment to the Articles of Incorporation as required to by the laws of the State of Missouri; and further

IN WITNESS WHEREOF, the undersigned, consisting of the Directors of Penn Casualty Insurance Company have executed this Unanimous Written Consent as of the 15 day of April, 1994.

J.M. Fowler
J. M. Fowler

J.M. Livers
J.M. Livers

O.L. Ayers
O.L. Ayers

D.T. DeCarlo
D.T. DeCarlo

W.T. Bozarth
W.T. Bozarth

M.P. Weill
M.P. Weill

C.E. Watson
C.E. Watson

J.T. Fadden
J.T. Fadden

L.L. Olson, Jr.
L.L. Olson, Jr.

FILED #0002329261 PG 36 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00258
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

State of Missouri



Department of Insurance

Certified Copy

I, Keith A. Wenzel, Director of the Department of Insurance, State of Missouri, do hereby certify that the annexed pages are a true and correct copy of the original

**CORPORATION DIVISION
CERTIFICATE OF AMENDMENT
CERTIFYING THAT
THE TRAVELERS INDEMNITY COMPANY OF MISSOURI
WAS FORMERLY,
PENN CASUALTY INSURANCE COMPANY
DATED MAY 19, 1995**

Which said original is now on file in this department.

IN WITNESS WHEREOF, I have hereunto set my hand and caused to be affixed the Seal of said Department. Done at my office in the City of Jefferson, this 24th day of June, 1999.

Keith A. Wenzel, Director

100360639

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF AMENDMENT

I, REBECCA McDOWELL COOK, SECRETARY OF STATE OF THE
STATE OF MISSOURI, DO HEREBY CERTIFY THAT

THE TRAVELERS INDEMNITY COMPANY OF MISSOURI

FORMERLY,

PENN CASUALTY INSURANCE COMPANY

A CORPORATION ORGANIZED UNDER THE LAWS OF MISSOURI, HAS DELIVERED
TO ME AND THAT I HAVE FILED ITS CERTIFICATE OF AMENDMENT OF ITS
ARTICLES OF INCORPORATION; THAT SAID CORPORATION HAS IN ALL
RESPECTS COMPLIED WITH THE REQUIREMENTS OF LAW GOVERNING THE
AMENDMENT OF ARTICLES OF INCORPORATION AND THAT SAID ARTICLES
ARE AMENDED IN ACCORDANCE THEREWITH.

FILING #0002329261 PG 38 OF 41 VOL B-00447
FILED 10/01/2001 01:56 PM PAGE 00260
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

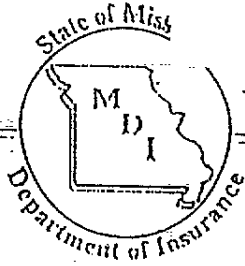
IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS THE
19TH DAY OF MAY, 1995.

Rebecca McDowell Cook

Secretary of State



\$25.00



State of Missouri

Mel Carnahan, Governor

Department of Insurance
P.O. Box 690
Jefferson City, Missouri 65102-0690

Jay Angell
Director

May 9, 1995

Honorable Rebecca Cook
Secretary of State
600 W. Main, 3rd Floor
Jefferson City, MO 65101
ATTN: Denise Gerlt:

*1360639
OK*

RE: Amendment of Articles of Incorporation of Penn Casualty Insurance Company

Dear Denise:

Pursuant to Section 375.206, RSMo 1986, I am forwarding the following documents regarding the above-referenced Amendment:

Two copies of the Certificate of Amendment of Articles as executed by the insurance company and the Certificate of Amendment of the Director of Insurance as executed by the director of insurance.

It is the desire of the above-referenced corporation that your office issue its Certificate of Amendment and forward same to Michael E Zipper, Gulf Insurance Group, 388 Greenwich Street, 21st Floor, New York NY 10013 and bill for the required filing fee.

Our office would also like to receive a copy of your certificate.

Respectfully,

Margaret Grogan
Margaret Grogan
Admissions Specialist

RECEIVED

Enclosures

MAY 11 1995

Rebecca McDowell Cook
SECRETARY OF STATE



CERTIFICATE OF AMENDMENT OF ARTICLES
(to be executed in triplicate)

We, the undersigned president or vice president and secretary or assistant secretary, on our oaths swear and certify to the truth of the following statements:

(1) NAME OF THE INSURANCE COMPANY: The Travelers Indemnity Company of Missouri
(formerly: Penn Casualty Insurance Company)
IF THE NAME OF THE INSURANCE COMPANY CHANGED AS A RESULT OF THIS AMENDMENT, THE NAME OF THE INSURANCE COMPANY IMMEDIATELY BEFORE THIS AMENDMENT WAS _____
Penn Casualty Insurance Company

(2) THE DATE OF THE ADOPTION OF THE AMENDMENT BY THE SHAREHOLDERS, MEMBERS OR OTHER GROUP OF PERSONS ENTITLED TO VOTE ON THE AMENDMENT: April 12, 1995

(3) THE AMENDMENT ADOPTED (attach additional pages if necessary): _____

ARTICLE I.

The name of the corporation is The Travelers Indemnity Company
of Missouri.

FILED AND CERTIFICATE
ISSUED

MAY 19 1995

Rebecca McDowell Cook
SECRETARY OF STATE

FILED AND CERTIFICATE
ISSUED

MAY 19 1995

(4) THE NUMBER OF SHARES, MEMBERS, OR OTHER GROUP OF PERSONS ENTITLED TO VOTE,
OR IF A MUTUAL, THE NUMBER OF THE MEMBERS PRESENT EITHER IN PERSON OR BY PROXY
ENTITLED TO VOTE: One Thousand of One Thousand Common

SECRETARY OF STATE

(5) THE NUMBER OF SHARES, MEMBERS OR OTHER GROUP OF PERSONS THAT VOTED FOR AND
AGAINST SAID AMENDMENT RESPECTIVELY: For: 1000 Against: 0

(6) IF THE AMENDMENT EFFECTS A CHANGE IN THE NUMBER OR PAR VALUE OF AUTHORIZED
SHARES, THEN A STATEMENT SHOWING THE NUMBER OF SHARES AND PAR VALUE THEROF
PREVIOUSLY AUTHORIZED: N/A

Christopher E. Votr
President or Vice President

PLACE CORPORATE SEAL HERE
(If no corporate seal, state "none".)

[Signature]
Secretary or Assistant Secretary

State of New York

County of New York

Subscribed and sworn to before me this 13 day of April, 1995

DAVID JAFFA
Notary Public, State of New York
No. 24-495863-1
Qualified in Kings County
Commission Expires November 13, 1995

David Jaffa
NOTARY PUBLIC
My Commission expires 11/13/95

CERTIFICATE OF AMENDMENT OF THE DIRECTOR OF INSURANCE
(This certificate may be filled out only by the Director of Insurance)

I certify that I have examined the above Certificate of Amendment of Articles as
executed by the insurance company and find that it conforms to law, that the
proceedings were regular, that the condition and the assets of the company
justify the amendment, and that the same will not be prejudicial to the
interests of the policyholders, all as provided by law.

So Certified, Signed, and Official Seal Affixed on this date: 5-9-95

J. Angoff
JAY ANGOFF
Director of Insurance
State of Missouri

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 3rd day of October A.D. 2001

Susan Bysiewicz
SECRETARY OF THE STATE *lyn*