

855601
FRAN M T L TIER

TO: Amendment Section
Division of Corporations

SUBJECT: Underwriters Insurance Company
(Name of corporation)

DOCUMENT NUMBER: 855601

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nels B. Nelson
(Name of person)

Underwriters Insurance Company
(Name of firm/company)

4610 University Avenue, PO Box 5900
(Address)

Madison, WI 53705-0900
(City/state and zip code)

For further information concerning this matter, please call:

Nels B. Nelson at (800) 475-4450
(Name of 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
409 E. Gaines Street
Tallahassee, FL 32399

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FILED
02 OCT 21 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

855601
all NC
6 pgs
* cert copy
Kubalster

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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

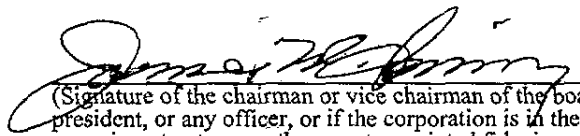
855601

(Document number of corporation (if known))

1. Underwriters Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Nebraska (Incorporated under laws of) 3. 02/21/1983 (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? May 8, 2002
5. Platte River Insurance Company
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

James W. Smirz

(Typed or printed name)

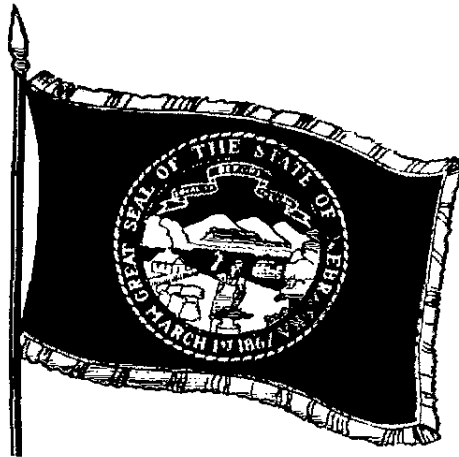
10/14/02
(Date)

Vice President - Fidelity/Surety Claims

(Title)

STATE OF

NEBRASKA



United States of America,
State of Nebraska } ss.

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 Articles of Amendment to
the Articles of Incorporation of**

UNDERWRITERS INSURANCE COMPANY

changing the corporate name to

PLATTE RIVER INSURANCE COMPANY

**with registered office located in LINCOLN, Nebraska, as filed in this
office on May 8, 2002.**

In Testimony Whereof,

**I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on September 23, in
the year of our Lord, two thousand
two.**



John A. Gale
SECRETARY OF STATE

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
UNDERWRITERS INSURANCE COMPANY**

1000300869 Pgs: 3
PLATTE RIVER INSURANCE COMPANY
Filed: 05/08/2002 08:37 AM

1. These Amended and Restated Articles of Incorporation are executed pursuant to the applicable provisions of the Nebraska Business Corporation Act and the Nebraska Insurance Laws, and such Amended and Restated Articles of Incorporation shall be effective upon filing with the Nebraska Secretary of State and the Nebraska Department of Insurance.

2. The following Amended and Restated Articles of Incorporation contain amendments to the original Articles of Incorporation which require shareholder approval. Subject to the approval of the Nebraska Department of Insurance, such amendments were recommended by the Board of Directors and adopted and approved by the sole shareholder which held all of the Corporation's outstanding common voting stock and by unanimous written consent of the directors of the Corporation on the 24th day of April, 2002. At the time of such adoption, there were three million (3,000,000) shares of common stock outstanding, all of which were of the same class and entitled to be voted the same. The number of shares voting for such Amended and Restated Articles of Incorporation was three million (3,000,000) and the number of shares voting against such amendments was zero (0).

3. The Amended and Restated Articles of Incorporation attached hereto as Exhibit A shall supersede and replace in their entirety the original Articles of Incorporation and all amendments thereto.

DATED: May 1, 2002

UNDERWRITERS INSURANCE COMPANY,
n/k/a PLATTE RIVER INSURANCE COMPANY

By: 

Name: Jefferson W. Kirby
Title: Secretary

NEBRASKA DEPT INSURANCE

MAY 08 2002

Tentative Approval
NOT FINAL

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PLATTE RIVER INSURANCE COMPANY

ARTICLE I
NAME

The name of the Corporation is PLATTE RIVER INSURANCE
COMPANY.

ARTICLE II
DURATION

The period of the Corporation's duration is perpetual.

ARTICLE III
PURPOSE

The purposes for which the Corporation is organized are as follows:

- (1) To transact and write all of the types of insurance and reinsurance authorized by the Nebraska Insurance Code, with the exception of life insurance, variable life insurance, variable annuities, fixed annuities, title insurance, mortgage guaranty insurance and financial guaranty insurance; and
- (2) To transact any and all lawful business for which a Nebraska stock insurer may be incorporated, as currently provided or as may be provided by subsequent legislative acts.

ARTICLE IV
AUTHORIZED SHARES

The authorized number of shares of the Corporation shall be 3,000,000, all of which shall be common shares with a par value of \$1.60 each. The aggregate par value of common shares is \$4,800,000.00.

ARTICLE V
REGISTERED OFFICE

The street address of the Corporation's registered office is 301 South 13th Street, Suite 500, Lincoln, Nebraska 68508, and the name of the Corporation's registered agent at that office is CT Corporation System.

The principal office of the Corporation shall be 10306 Regency Parkway Drive, Omaha, Nebraska 68114.

ARTICLE VI
AMENDMENT

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