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TravelersPropertyCasualty
A member of citigroup 

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Hartford, CT 06183

February 18, 1999

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

100002783851-4
-02/23/99-01015-003
*****35.00 *****35.00

**RE: Redomestication of TravCo Insurance Company and The Travelers
Home and Marine Insurance Company from Indiana to Connecticut**

Ladies and Gentlemen:

In accordance with instructions received from the Florida Department of State, I am filing the attached documents regarding the redomestications of TravCo Insurance Company and The Travelers Home and Marine Insurance Company from Indiana to Connecticut:

- Completed Application for Authorization to Transact Business in Florida for each company.
- Certified documentation filed with the Connecticut Secretary of State and the Connecticut Insurance Department regarding the redomestication of each company.
- \$35 filing fee per company.

If there are any questions, please contact me at (860) 277-8297. I appreciate your assistance in this matter.

Sincerely,


Cheryle A. Damato

*Amend
2-26-99
BHS*

Attachments

FILED
99 FEB 23 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. TravCo Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Connecticut (formerly Indiana) 3. November 3, 1992
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____
5. _____
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.

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

Connecticut (effective 1/1/99)
New Jurisdiction

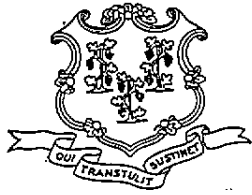

Signature

February 18, 1999
Date

Daniel W. Jackson
Typed or printed name

Assistant Secretary
Title

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99 FEB 23 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



State of Connecticut

Insurance Department

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that

- the redomestication of Travco Insurance Company, an Indiana corporation, pursuant to Section 38a-58a Connecticut General Statutes is approved, and
- the attached Certificate of Redomestication and Amended and Restate Certificate of Incorporation effecting its change of domicile and continuation of its original corporate existence are also approved.

Witness my hand and official seal, at Hartford,
this 29th day of December, 1998

Insurance Commissioner

CERTIFICATE OF REDOMESTICATION
OF
TRAVCO INSURANCE COMPANY

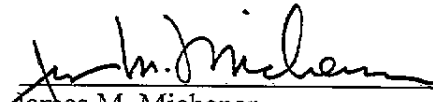
TRAVCO INSURANCE COMPANY (the "Company"), an Indiana corporation, in order to change its domicile to Connecticut as permitted pursuant to §38a-58a of the General Statutes of Connecticut, certifies as follows:

1. The name of the Company is TravCo Insurance Company.
2. The Company was incorporated in Indiana on July 24, 1991. Except pursuant to this certificate, the Company has not attempted to change its domicile.
3. By letter dated December 22, 1998, the Insurance Department of the State of Indiana has approved the Company request for a change in domicile to Connecticut in accordance with the laws of Indiana and the State of Connecticut.
4. The Company's plan to redomesticate has been approved by the Company's Board of Directors and its sole shareholder pursuant to §33-797 of The General Statutes of Connecticut.
5. The Corporation's amended and restated Certificate of Incorporation is attached hereto.

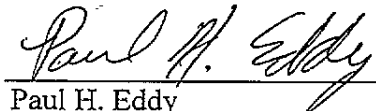
IN WITNESS WHEREOF, the Company has executed this Certification as of the 22nd day of December, 1998, through its undersigned officers, who hereby state under penalties of false statement that the statements contained in this Certificate are correct.

[Seal]

By:


James M. Michener
Senior Vice President, General Counsel
and Corporate Secretary

Attest By:


Paul H. Eddy
Assistant Secretary

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

AMENDED AND RESTATED CHARTER

OF

TRAVCO INSURANCE COMPANY

Hartford, Connecticut

AS EFFECTIVE

JANUARY 1, 1999

**CHARTER
OF
TRAVCO INSURANCE COMPANY**

Section 1. The name of the Corporation shall be TravCo Insurance Company.

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

A. Said corporation may make insurance as follows, to wit:

(a) Guarantee the fidelity of persons in positions of trust, private or public; guarantee titles and the validity of written instruments; guarantee the performance of contracts and other obligations; and execute or guarantee bonds and undertakings required or permitted in all actions or proceedings at law or otherwise where bonds are or may be required.

(b) Against loss or damage by burglary, robbery, or theft, or any or all of them.

(c) Against loss or damage to glass.

(d) Against loss or damage by water to goods or premises arising from the breakage or leakage of sprinklers and water pipes.

(e) Upon elevators and loss or damage to life or property resulting therefrom and upon steam boilers and upon pipes, engines, motors, and machinery connected therewith and operated thereby; against explosions, collapse, rupture, and other accidents and against loss or damage to life or property resulting therefrom; and to make inspection of and to issue certificates of inspection upon elevators and upon boilers, pipes, engines, motors, and machinery.

(f) To any person, firm, or corporation against loss or damage on account of the bodily injury or death by accident of any person, for which loss or damage said person, firm, or corporation is responsible.

(g) Against any other casualty or insurance risk connected therewith, which now or hereafter may lawfully be a subject of insurance.

(h) Said corporation is hereby authorized to reinsure in any company or companies any and all risks taken under its charter upon such conditions as may be prescribed or approved, and in like manner to write reinsurance upon like risks.

(i) To insure persons against injury, disablement, or death by accident and against disablement resulting from sickness, and issue every insurance appertaining thereto.

(j) May write fire, marine and inland marine insurance and reinsurance and any and all other forms of insurance and reinsurance against hazards or risks of every kind or description except life and endowment insurance and contracts for the payment of annuities.

(k) May write insurance and reinsurance against any and all hazards or risks against which fire, marine, casualty or indemnity insurance or reinsurance companies are now or hereafter may be authorized to insure or to reinsure under the general laws of this state and said company may write in any state, territory or jurisdiction of the United States or any foreign country insurance and reinsurance against any and all hazards or risks which any fire, marine, casualty or indemnity insurance or reinsurance company may be authorized to insure or to reinsure therein by the laws of such state, territory or country.

B. To exercise all rights, privileges and powers conferred upon such corporation by the laws of Connecticut in order to carry out its business purposes.

C. Any other lawful activity permitted to insurance companies under the laws of Connecticut.

Section 3. The capital with which the corporation shall commence business shall be two million five hundred thousand dollars and contributed surplus of four million dollars. During the existence of the Corporation, paid-in capital shall be not less than one million dollars and surplus shall be maintained at not less than two hundred fifty thousand dollars. The authorized capital stock of the corporation shall be ten million shares of common capital stock of par value of one dollar each.

Section 4. The business, property and affairs of the corporation shall be managed by the chief executive officer and his delegated officers under the direction of the Board of Directors. The Board of Directors shall be charged with the following responsibilities and duties; selection, surveillance and removal of the chief executive officer and, subject to the provisions of any applicable by-laws, other corporate officers; provision of periodic statements to the shareholders concerning the operation and financial status of the corporation; amendment of the charter and by-laws; authorization or approval of major acquisitions and dispositions of assets; authorization or approval of mergers, consolidations and reorganizations; the taking of action with respect to the issuance, acquisition, retirement or cancellation, redemption or determination of terms, limitations and relative rights and preferences of the corporation's capital stock or any class thereof; the incurrence of major corporate indebtedness; declaration of dividends with respect to outstanding shares of the corporation's capital stock; action with respect to the dissolution of the corporation; and such other responsibilities and duties as may be required by law.

Section 5. 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 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 5 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 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 5 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.

The Company shall indemnify, to the fullest extent permissible under the Connecticut Business Corporation Act, or the indemnification provisions of any successor statute, any person, and the heirs and personal representatives of such person, against any and all judgments, fines, amounts paid in settlement and costs and expenses, including attorneys' fees, actually and reasonably incurred by or imposed upon such person in connection with, or resulting from any claim, action, suit or proceeding (civil, criminal, administrative or investigative) in which such person is a party or is threatened to be made a party by reason of such person being or having been a director, officer, employee or agent of the Company, or of another corporation, joint venture, trust or other organization in which such person serves as a director, officer, employee, or agent at the request of the Company, or by reason of such person being or having been an administrator or a member of any board or committee of this Company or of any such other organization, including, but not limited to, any administrator, board or committee related to any employee benefit plan.

The Company may advance expenses incurred in defending a civil or criminal action, suit or proceeding to any such director, officer, employee or agent upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, if it shall ultimately be determined that such person is not entitled to indemnification by the Company.

The foregoing right of indemnification and advancement of expenses shall in no way be exclusive of any other rights or indemnification to which any such person may be entitled, under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, and shall inure to the benefit of the heirs and personal representatives of such person.

Section 6. The names and addresses of the incorporators are as follows:

- 1) Glenn F. McNamara, 545 Main Street, Middlefield, CT;
- 2) Francis W. Sadowski, 32 Conestoga Way, Glastonbury, CT;
- 3) Barbara A. Rezner, 15 Hubbard Run, Glastonbury, CT;
- 4) J. Randall Aikman, 10628 Windjammer Circle, Indianapolis, IN;
- 5) Michael E. Brown, 7268 Steinmeier Drive, Indianapolis, IN;
- 6) Rodney L. Scott, 7628 East Kilmer Lane, Indianapolis, IN; and
- 7) Mark W. Gray, 5336 Brendonridge Road, Indianapolis, IN 46226.

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SECRETARY OF THE STATE
CONNECTICUT

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 8th day of January A.D. 1999

Susan B. Bynum
SECRETARY OF THE STATE

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