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FILED  
01 MAR 26 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 23, 2001

By Federal Express

Florida Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Reliant Insurance Company  
Redomestication from Michigan to Pennsylvania  
Our File No. 488791-0010

300003909963--2  
-03/26/01--01123--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

In response to your March 12, 2000 fax (copy enclosed) and my conversation with a member of your staff today, enclosed is the approval by the Pennsylvania Insurance Department with respect to the redomestication of Reliant Insurance Company from Michigan to Pennsylvania:

- Certified copy of the Pennsylvania Insurance Department Decision and Order No. ID-RC-00-47.

Also included is an originally executed Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida Form.

We have also enclosed a check for \$35.00 payable to the "Florida Department of State" in payment of the filing fee associated with the processing of this transaction.

SSL-DOCS1 1096726v1

2029 CENTURY PARK EAST  
LOS ANGELES, CA 90067  
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7 p.m. 3-24-00

STROOCK & STROOCK & LAVAN LLP

Florida Department of State

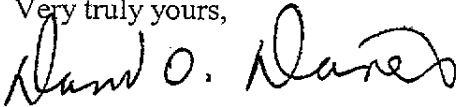
March 23, 2001

Page 2

We ask that you please confirm that the enclosed material enables you to close your file on this matter.

Thank you for your attention to this matter. Should you have any questions or require any additional material, please let me know.

Very truly yours,

A handwritten signature in black ink, appearing to read "David O. Davies". The signature is fluid and cursive, with the first name "David" and last name "Davies" clearly distinguishable.

David O. Davies

Legal Assistant

Enclosures

cc: Kevin G. McLean, Esq.  
Alexis S. Oster, Esq.  
Eric Gordon, Esq.  
Donald D. Gabay, Esq.  
Vincent L. Laurenzano, CFE  
Gail Wallach, Esq.

Mar-12-01 15:22A

P.03

**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. Reliant Insurance Company  
Name of corporation as it appears on the records of the Department of State.
2. Michigan 3. August 23, 1999  
(formally) 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.  
Pennsylvania  
New Jurisdiction

Alexis S. Oster  
Signature

3/13/01  
Date

ALEXIS S. OSTER  
Typed or printed name

Secretary  
Title

FILED  
01 MAR 26 PM 12:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Commonwealth of Pennsylvania



## INSURANCE DEPARTMENT

I, M. Diane Koken, Insurance Commissioner of the Commonwealth of Pennsylvania, do hereby certify that the

attached is a full, true and correct copy of the Decision and Order No. ID-RC-00-47, Dated December 20, 2000, RE: Application of Reliance Insurance Company for Approval to Redomesticate from the State of Michigan to the Commonwealth of Pennsylvania, as the same appears of record and remains on file with this Department.

In Witness Whereof, I have hereunto set my hand and caused my official seal to be affixed this 14th day of March, 2001.

M. Diane Koken  
Insurance Commissioner



BEFORE THE INSURANCE COMMISSIONER  
OF THE  
COMMONWEALTH OF PENNSYLVANIA

|                                  |   |                                       |
|----------------------------------|---|---------------------------------------|
| In Re:                           | : | Pursuant to Sections 4161 and         |
|                                  | : | 4162 of the Business Corporation      |
| Application of Reliant Insurance | : | Law of 1988, Act of December 21,      |
| Company for Approval to          | : | 1988, P. L. 1444, <u>as amended</u> , |
| Redomesticate from the State of  | : | 15 Pa.C.S. §§ 4161 and 4162, and      |
| Michigan to the Commonwealth of  | : | Section 357 of the Insurance          |
| Pennsylvania                     | : | Company Law, Act of May 17,           |
|                                  | : | 1921, P.L. 682, No. 284, <u>as</u>    |
|                                  | : | <u>amended</u> , 40 P.S. § 477e       |
|                                  | : |                                       |
|                                  | : | Order No. ID-RC-00-47                 |

DECISION AND ORDER

AND NOW, on this 20<sup>th</sup> day of December, 2000, M. Diane Koken, Insurance Commissioner of the Commonwealth of Pennsylvania ("Commissioner"), hereby makes the following Decision and Order:

Pursuant to the Business Corporation Law and the Insurance Company Law and in consideration of the documents, presentations and reports received, as well as other inquiries and studies as permitted by law, the Commissioner hereby makes the following Findings of Fact:

FINDINGS OF FACT

Identity of the Applicant

1. Reliant Insurance Company ("Reliant") is a foreign stock casualty insurance company organized under the laws of Michigan with its principal place of business located in Philadelphia, Pennsylvania.

#### Filing of the Application

2. On November 21, 2000, the Insurance Department of the Commonwealth of Pennsylvania ("Department") received an initial application (which, together with all material received subsequently, is collectively referenced as "Application") from Reliant for approval to redomesticate from the State of Michigan to the Commonwealth of Pennsylvania.
3. The Application was filed pursuant to Sections 4161 and 4162 of the Business Corporation Law, as amended, 15 Pa.C.S. §§4161 and 4162 (cited as "Business Corporation Law"), and Section 357 of the Insurance Company Law, Act of May 17, 1921, P.L. 682, No. 284, as amended, 40 P.S. §477e (cited as "Insurance Company Law").

#### Notice of Filing and Comments

4. On December 2, 2000, the Insurance Department of the Commonwealth of Pennsylvania ("Department") published notice in the Pennsylvania Bulletin that the Application was submitted by Reliant, and such notice invited interested persons to submit comments to the Department regarding the Application for a fifteen (15) day period, ending December 17, 2000.
5. During the fifteen (15) day period, the Department received no comments regarding the Application.

#### The Transaction

6. Reliant currently holds a Certificate of Authority in the Commonwealth of Pennsylvania as a foreign insurer to transact fire & allied lines, inland marine & auto physical damage, ocean marine, fidelity & surety, accident & health, glass, other liability, boiler & machinery, burglary & theft, credit, water damage, elevator, livestock, auto liability, mine, personal property floater and workers' compensation classes of insurance business.
7. Reliant desires to redomesticate to the Commonwealth of Pennsylvania as a domestic stock casualty insurer.
8. On October 6, 2000, the Board of Directors of Reliant passed a resolution recommending to the sole shareholder that the company redomesticate from the State of Michigan to the Commonwealth of Pennsylvania ("the Resolution").

9. On October 13, 2000, the sole shareholder of Reliant approved the Resolution.
10. Reliant has indicated that its principal place of business will remain Philadelphia, Pennsylvania.
11. Reliant has stated that it will transact the business of insurance in the Commonwealth in accordance with applicable laws, including the Insurance Company Law.
12. The Commissioner of the State of Michigan Department of Consumer and Industry Services, Office of Financial and Insurance Services has approved the redomestication by Order dated October 6, 2000.
13. If any of the above Findings of Fact are determined to be Conclusions of Law, they shall be incorporated in the Conclusions of Law as if fully set forth therein.

#### CONCLUSIONS OF LAW

1. Section 357 of the Insurance Company Law provides the Commissioner jurisdiction to review and approve the redomestication of Reliant.
2. A redomestication by a foreign business corporation is provided for in subsection 4161(a) of the Business Corporation Law.
3. The Application satisfies the requirements of all applicable laws and regulations.
4. If any of the above Conclusions of Law are determined to be Findings of Fact, they shall be incorporated in the Findings of Fact as if fully set forth therein.

BEFORE THE INSURANCE COMMISSIONER  
OF THE  
COMMONWEALTH OF PENNSYLVANIA

|                                  |   |                                       |
|----------------------------------|---|---------------------------------------|
| In Re:                           | : | Pursuant to Sections 4161 and         |
|                                  | : | 4162 of the Business Corporation      |
| Application of Reliant Insurance | : | Law of 1988, Act of December 21,      |
| Company for Approval to          | : | 1988, P. L. 1444, <u>as amended</u> , |
| Redomesticate from the State of  | : | 15 Pa.C.S. §§ 4161 and 4162, and      |
| Michigan to the Commonwealth of  | : | Section 357 of the Insurance          |
| Pennsylvania                     | : | Company Law, Act of May 17,           |
|                                  | : | 1921, P.L. 682, No. 284, <u>as</u>    |
|                                  | : | <u>amended</u> , 40 P.S. § 477e       |
|                                  | : |                                       |
|                                  | : | Order No. ID-RC-00-47                 |

ORDER

Upon consideration of the foregoing, the Insurance Commissioner of the Commonwealth of Pennsylvania ("Commissioner") hereby makes the following Order:

The Application of Reliant Insurance Company ("Reliant") for approval to redomesticate from the State of Michigan to the Commonwealth of Pennsylvania and the issuance of a Certificate of Authority as a domestic stock casualty insurance corporation, as set forth in the Application, is hereby granted, subject to this Order and the following conditions:

1. Reliant shall file Articles of Domestication with the Pennsylvania Department of State in accordance with subsection 4161(b) of the Business Corporation Law within ten (10) days of receipt of this Order.
2. Reliant shall file a copy of the Articles of Domestication, as filed with the Pennsylvania Department of State, with the Insurance Department within ten (10) days of receipt from the Pennsylvania Department of State.
3. Reliant shall surrender its current Certificate of Authority as a foreign insurance corporation in exchange for the issuance of a Certificate of Authority as a domestic stock casualty insurance corporation within the



time frame established above for filing the Articles of Domestication with the Pennsylvania Insurance Department.

This Order is effective immediately and valid for one year from the date of signature, provided there are no significant changes to the Request.

  
\_\_\_\_\_  
M. Diane Koken  
Insurance Commissioner  
Commonwealth of Pennsylvania

