

# F98000005657

## Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

400002872504--8  
-05/12/99--01052--030  
\*\*\*\*\*52.50 \*\*\*\*\*52.50  
400002872504--8  
-05/28/99--01099--004  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

CORPORATION(S) NAME

StarNet Casualty Company

Changing to: StarNet Insurance Company

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

05/12/99

NC  
5-12-99  
SBA

New CC  
Issued  
6/11/99

Merger is  
effec. in  
Delaware on  
2/28/99. The  
date was  
1999

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 MAY 12 AM 11:52

RECEIVED

99 MAY 12 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

CT CORPORATION SYSTEM

1635 Market Street, Philadelphia, PA 19103  
Tel: 215.563.4474 Fax: 215.563.7773

## *Memorandum*

MAY 28 RECD

TO: C T Tallahassee - Jeff Netherton  
FROM: Peggy Routzahn, C T Philadelphia, PA - Team 1  
DATE: May 27, 1999  
RE: StarNet Casualty Company  
Order No: 1722993

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As you may recall, the State of Florida filed an Amended Application on May 12, 1999, but before they did, they changed the date in item #4 to February 26, 1999 because that was the date the amendment was filed in Delaware, however the filing had an effective date of February 28, 1999.

Pursuant to your conversation with the Secretary of State's office, I am enclosing another originally signed Amended Application. According to the State, the one filed on May 12, 1999 was not microfilmed yet so they can replace this original with the one they filed on May 12, 1999.

Upon replacing this document for the one they have in their office, can you please obtain a Certificate of Status and have everything returned to my attention via fedex, using the customer's fedex #15140645-9.

Thank you.

CT CORPORATION SYSTEM

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

June 10, 1999

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301  
Attn: Susan Payne

Dear Ms. Payne:

Attached is a copy of the amendment filed 5/12/99 along with a copy of the merger filed in Delaware showing the effective date of February 28, 1999 in Article Eighth. The document imaged by your office shows the date in Section II, number 4 as being changed to February 26<sup>th</sup>. This is an attempt to correct the imaged document to read as it was originally typed (February 28, 1999).

Please call me with any problems and return confirmation of correction to my attention.

Thank you in advance for your attention to this matter.

Sincerely:



Jeff Netherton  
CT - Tallahassee

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

FILED  
99 MAY 12 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I (1-3 must be completed)**

1. StarNet Casualty Company  
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: October 9, 1998

**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?

February 28, 1999

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

StarNet Insurance Company

6. If the amendment changes the period of duration, indicate new period of duration.

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



Signature  
Name and Title

*Edward D. Norris, President*

May 12, 1999

Date

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "STARNET CASUALTY COMPANY", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "STARNET INSURANCE COMPANY", THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 1999, AT 3 O'CLOCK P.M.



2907295 8320

991186342

  
Edward J. Freel, Secretary of State

9736674

AUTHENTICATION:

DATE:

05-11-99

*State of Delaware*  
*Office of the Secretary of State*

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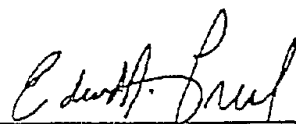
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"STARNET INSURANCE COMPANY", A NEW YORK CORPORATION,  
WITH AND INTO "STARNET CASUALTY COMPANY" UNDER THE NAME OF  
"STARNET INSURANCE COMPANY", A CORPORATION ORGANIZED AND  
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED  
AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF FEBRUARY, A.D.  
1999, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Edward J. Freel, Secretary of State

2907295 8100M

AUTHENTICATION: 9602103

DATE: 02-26-99

FEB-26-99 FRI 02:37 PM

FAX:

PAGE 2

**CERTIFICATE OF MERGER**  
**OF**  
**StarNet Insurance Company**  
**INTO**  
**StarNet Casualty Company**

\*\*\*\*\*

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of Incorporation of each of the constituent corporations of the merger is as follows:

**NAME**

**STATE OF INCORPORATION**

StarNet Insurance Company

New York

StarNet Casualty Company

Delaware

SECOND: That a Plan and Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is StarNet Casualty Company, which shall hereinwith be changed to StarNet Insurance Company, a Delaware corporation.

FOURTH: That the amendments or changes in the "Certificate of Incorporation" of StarNet Casualty Company, a Delaware corporation which is the surviving corporation, are set forth in the Certificate of Incorporation attached hereto as Exhibit "A".

FIFTH: That the executed Plan and Agreement of Merger is on file at an office of the surviving corporation, the address of which is 100 Campus Drive, P.O. Box 853, Florham Park, New Jersey 07932-0853.

SIXTH: That a copy of the Plan and Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

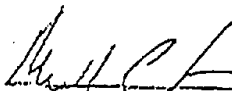
<u>CORPORATION</u>	<u>CLASS</u>	<u># OF SHARES</u>	<u>PAR VALUE PER SHARE</u>
StarNet Insurance Company (New York)	Common	100	\$50,000.00
	Preferred	none	

EIGHTH: That this Certificate of Merger shall be effective on February 28, 1999.

DATED: February 25, 1999

StarNet Casualty Company

BY:

  
Michael E. Lombardozzi  
Senior Vice President, General Counsel  
& Secretary



"Exhibit A"

**CERTIFICATE OF INCORPORATION  
OF  
STARNET INSURANCE COMPANY**

1. The name of the corporation ("Corporation") is:

StarNet Insurance Company

2. The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

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

To transact the business of insurance, including but not limited to property insurance, casualty insurance, marine and transportation insurance and surety insurance and to engage in reinsurance with respect thereto; and to engage in any business activity reasonably and necessarily incidental thereto and in any other lawful act or activity permitted under the laws of the State of Delaware.

4. The total number of shares of capital stock which the corporation shall have authority to issue is 935,771, consisting of 835,771 shares of common stock having a par value of \$10.00 per share and 100,000 shares of preferred stock having a par value of \$10.00 per share.

5. The Corporation is to have perpetual existence.

6. The name and mailing address of the incorporator is as follows:

Michael E. Lombardozzi  
StarNet Insurance Company  
100 Campus Drive  
Florham Park, New Jersey 07932

7. In furtherance and not in limitation of the powers conferred by statute, a majority of the entire Board of Directors is expressly authorized to make, alter or repeal the by-laws of the Corporation.

8. The annual meeting of the stockholders for the election of directors and the transaction of any other business shall be held on the last Monday in April of each year, or as soon after such date as may be practicable, in such city and state and at such time and place as may be designated by the Board of Directors, and set forth in the notice of such meeting. If said day be a legal holiday, said meeting shall be held on the next succeeding business day.

The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the Corporation.

9. (a) The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Delaware any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.
- (b) Expenses (including attorneys' fees) incurred in defending any civil, criminal, administrative or investigative action, suit or proceeding shall (in the case of any action, suit or proceeding against a director, officer, trustee, employee or agent) be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article.
- (c) The indemnification and other rights set forth in this paragraph shall not be exclusive of any provisions with respect thereto in the By-Laws or any other contract or agreement between the Corporation and any officer, director, employee or agent of the Corporation.
- (d) Neither the amendment nor repeal of this paragraph 9, subparagraph (a), (b) or (c), nor the adoption of any provision of this Certificate of Incorporation inconsistent with paragraph 9, subparagraph (a), (b) or (c), shall eliminate or reduce the effect of this paragraph 9, subparagraphs (a), (b) or (c), in respect of any matter occurring prior to such amendment, repeal or adoption of an inconsistent provision or in respect of any cause of action, suit or claim relating to any such matter which would have given rise to a right of indemnification or right to receive expenses pursuant to this paragraph 9, subparagraph (a), (b) or (c), if such provision had not been so amended or repealed or if a provision inconsistent therewith had not been so adopted.

(c) No director shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director (a) shall be liable under Section 174 of the General Corporation law of the State of Delaware or any amendment thereto or successor provision thereto, or (b) shall be liable by reason that, in addition to any and all other requirements for liability, he:

(i) shall have breached his duty of loyalty to the Corporation or its stockholders;

(ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith;

(iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation of law; or

(iv) shall have derived an improper personal benefit.

If the General Corporation Law of the State of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

10. The Board of Directors may permit the Corporation's policyholders from time to time to participate in the profits of the Company's operations through the payment of dividends, or through such other means as may be authorized or permitted by the laws of the State of Delaware.