

P15595

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON

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FILED
00 FEB 11 PM 3:47
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Reply to: Tallahassee Office

February 7, 2000

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-02/07/00-01104-004
*****43.75 *****43.75

Via Hand Delivery

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

W 000000003340

RE: Intercargo Insurance Company
Document No. P15595
Amended and Restated Articles of Incorporation

RECEIVED
00 FEB - 7 PM 1:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Division of Corporations:

I have enclosed for filing amended and restated articles of incorporation for Intercargo Insurance Company. Note that Intercargo Insurance Company has changed its name to XL Specialty Insurance Company.

Please file the amended and restated articles and provide a certificate of good standing noting the new name. Our messenger will return tomorrow afternoon to pick up the certificate of good standing.

I have enclosed checks totaling \$43.75 for the filing and certification fees.

Please call me if you have any questions. Thank you for your prompt assistance in this matter.

Very truly yours,

Jessica J. Ferreri

Jessica J. Ferreri
Assistant to Paul A. Zeigler

Enclosures

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Reply to: Tallahassee Office

February 7, 2000

Via Hand Delivery

Division of Corporations
ATTN: Cheryl Coulliette
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Intercargo Insurance Company
Document No. P15595
Amended and Restated Articles of Incorporation

RECEIVED
00 FEB 11 PM 12:36
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

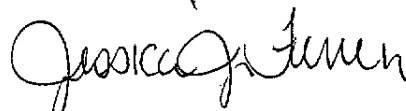
Dear Ms. Coulliette:

Further to your letter of February 7, 2000, I have enclosed for filing an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida. Also, enclosed is a copy of the company's amended and restated articles of incorporation certified by the state of Illinois.

Please file application and provide a certificate of good standing noting the new name. Our messenger will return tomorrow afternoon to pick up the certificate of good standing.

Please call me if you have any questions. Thank you for your prompt assistance in this matter.

Very truly yours,



Jessica J. Ferreri
Assistant to Paul A. Zeigler

Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 7, 2000

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON

TALLAHASSEE, FL

SUBJECT: INTERCARGO INSURANCE COMPANY
Ref. Number: P15595

We have received your document for INTERCARGO INSURANCE COMPANY and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You must use our application for a foreign name change. That is the only amendment that can be done here with our office for a foreign corporation. I have included an application for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 300A00006127

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)

FILED
00 FEB 11 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Intercargo Insurance Company

Name of corporation as it appears on the records of the Department of State.

2. Illinois

Incorporated under laws of

3. August 14, 1987

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? November 23, 1999

5. XL Specialty Insurance Company

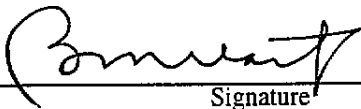
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

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

New Duration

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

New Jurisdiction


Signature

2/9/00
Date

Ben M. Hanata Jr.
Typed or printed name

Vice President
Title

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

INTERCARGO INSURANCE COMPANY

Preamble: Whereas Intercargo Insurance Company desires to change the corporate name to XL Specialty Insurance Company to reflect its new corporate affiliation.

The undersigned corporation, pursuant to action by its Board of Directors with the approval of its shareholders, hereby executes these restated Articles of Incorporation for the purpose of integrating into one document its original Articles of Incorporation and all amendments thereto:

First: The name of the corporation is XL Specialty Insurance Company.

Second: The term of its existence shall be perpetual.

Third: The principle place of business in the State of Illinois shall be in the Village of Schaumburg, County of Cook. The company may transact business from time to time in any state or other country in which it hereafter becomes fully qualified for the business to be undertaken.

Fourth: The purpose for which the corporation is formed is to issue contracts and policies of insurance as provided in Illinois Insurance Code, Section 4, Clauses (a), (b), (c), (d), (e), (f), (g), (h), (i), (j) and (k) of Class 2, and Clauses (a), (b), (c), (d), (e), (f), (g), and (h) of Class 3.

Fifth: The number of Directors who shall manage the affairs of the Corporation is no less than three, and no more than twenty-one. Unless a director or officer shall resign, die or be removed prior thereto, each director or officer shall continue to hold office until the annual meeting of stockholders.

Sixth: The annual meeting of the stockholders, for the election of directors and for the transaction of any other business as to which notice was given in the notice of such meeting, shall be held either (i) on the third Friday in May unless such day is a legal holiday, in which event the meeting shall be held on the next business day, or (ii) at such other time and date, not more than twelve months after the last preceding annual meeting, as the Board shall designate.

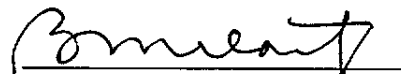
Seventh: The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil criminal, administrative or investigative, by

reason of the fact that he is or was an incorporator against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding to the full extent permitted by the law of the State of Illinois. Expense incurred in defending a civil or criminal action, suit or proceeding to the extent, if any, authorized by the Board upon receipt of an undertaking by or on behalf of the incorporator to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation.

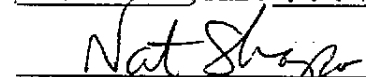
Eighth: The capital stock of the corporation is of one class entitled "Common Stock" and consists of 500,000 shares of par value of Eight Dollars (\$8.00) each. The capital stock of this Corporation may be issued for cash, upon such conditions and terms as may be determined by the Board of Directors. The Board of Directors may sell stock for cash at such price or prices as it may from time to time determine. The stock shall be fully paid and non-assessable. There are no limitations on the corporation's indebtedness. The number of stock presently issued and outstanding is 387,500.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation are signed by the President and Secretary this 15th day of November, 1999.


Stanley A. Galanski, President


Ben M. Llaneta, Jr., Secretary

Approved this 23rd day of
November, A.D. 1999


Director of Insurance
NATHANIEL S. SHAPO



IL446-0135 (1/92)



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date:

DEC 06 1999

Director of Insurance

Pat Shapiro

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