

858 369

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

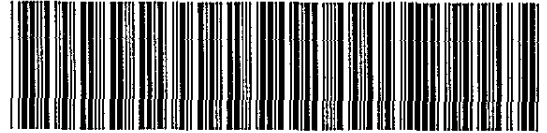
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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200014079392

Amend

03/18/03--01045--002 **43.75

FILED
03 MAR 17 PM 12:55
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

*ASR
3/25/03*



ANNA KORDAN
PARALEGAL II

175 Berkeley Street, 07C
Boston, MA 02117
Telephone: (617) 654-4273
Fax: (617) 574-5830

March 13, 2003

VIA UPS 2 DAY OVERNIGHT MAIL

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Liberty Insurance Corporation

To Whom It May Concern:

Please be advised that Liberty Insurance Corporation redomesticated from Vermont to Illinois effective December 27, 2002.

Enclosed you will find the following information that I understand from your website is necessary for notification and license amendment purposes.

- Transmittal Letter
- Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida
- Evidence of redomestication certified by Illinois
- Check in the amount of \$43.75

Please do not hesitate to contact me should you have any questions or require additional information. Thank you in advance for your attention to this matter.

Sincerely,

Anna Kordan
Anna Kordan

Encl.

cc: Phil Arnold - Florida Dept of Financial Services (w/ encl.)

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Liberty Insurance Corporation
(Name of corporation)

DOCUMENT NUMBER: 858369

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Anna Kordan

(Name of person)

Liberty Mutual Insurance Company

(Name of firm/company)

175 Berkeley Street, MS: 07C

(Address)

Boston, MA 02117

(City/state and zip code)

For further information concerning this matter, please call:

Anna Kordan

(Name of person)

at (617) 654-4273

(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

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.)

FILED
03 MAR 17 12:55
STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

858369

(Document number of corporation (if known))

1. Liberty Insurance Corporation
(Name of corporation as it appears on the records of the Department of State)

2. Vermont 3. November 7, 1983
(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? N/A

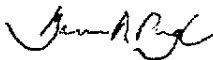
5. N/A
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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.

Illinois effective December 27, 2002
(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 R. Pugh
(Typed or printed name)

March 7, 2003
(Date)

Assistant Secretary
(Title)



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001



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: JAN 6 2003


Director of Insurance

ARTICLES OF REORGANIZATION
OF
LIBERTY INSURANCE CORPORATION

WHEREAS Liberty Insurance Corporation was incorporated on October 21, 1988 under the laws of the State of Vermont, in accordance with Sections 3302 et seq. of Title 8 of the Vermont Statutes Annotated, and

WHEREAS Liberty Insurance Corporation desires to reorganize under the laws of the State of Illinois by complying with the provisions of Article XII of the Illinois Insurance Code and intends that, as of the date when its reorganization as an Illinois domestic company (the "Reorganization") has been effected, it shall be bound by all the terms and provisions of the Illinois Insurance Code, applicable to similar domestic companies organized or incorporated thereunder;

NOW, THEREFORE, when the Reorganization has been effected, the articles of reorganization of Liberty Insurance Corporation shall be as follows, and these articles of reorganization shall be the articles of incorporation of the reorganized Liberty Insurance Corporation:

ARTICLE I
Name

The name of the corporation is Liberty Insurance Corporation (hereinafter called the "Company").

ARTICLE II
Principal Office

The principal office of the Company is located at 900 National Parkway, Schaumburg, Illinois.

ARTICLE III
Duration

The Company shall have perpetual existence.

ARTICLE IV
Purposes; Classes and Kinds of Business

The purposes of the Company are:

1. to engage in the business of and to transact any or all insurance and reinsurance of the kinds enumerated in Class 2 (Casualty, Fidelity and Surety) and Class 3 (Fire and Marine, etc.) of Section 4 of the Illinois Insurance Code, namely:

Class 2. Casualty, Fidelity and Surety.

(a) Accident and health. Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto, including stop-loss insurance. Stop-loss insurance is insurance against the risk of economic loss issued to a single employer self-funded employee disability benefit plan or an employee welfare benefit plan as described in Title 29 of the United States Code, Sections 1001 et seq.

(b) Vehicle. Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft. Any policy insuring against any loss or liability on account of the bodily injury or death of any person may contain a provision for payment of disability benefits to injured persons and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, including the named insured, irrespective of legal liability of the insured, if the injury or death for which benefits are provided is caused by accident and sustained while in or upon or while entering into or alighting from or through being struck by a vehicle (motor or otherwise), draft animal or aircraft, and such provision shall not be deemed to be accident insurance.

(c) Liability. Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

(d) Workers' compensation. Insurance of the obligations accepted by or imposed upon employers under laws for workers' compensation.

(e) Burglary and forgery. Insurance against loss or damage by burglary, theft, larceny, robbery, forgery, fraud or otherwise; including all householders' personal property floater risks.

(f) Glass. Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.

(g) Fidelity and surety. Become surety or guarantor for any person, copartnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, copartnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts

or policies of insurance; and underwriting blanket bonds. Such obligations shall be known and treated as suretyship obligations and such business shall be known as surety business.

(h) Miscellaneous. Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated under Class 3 of this section) to such sprinkler, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hiring.

(i) Other casualty risks. Insurance against any other casualty risk not otherwise specified under Classes 1 or 3, which may lawfully be the subject of insurance and may properly be classified under Class 2.

(j) Contingent losses. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any one of the causes enumerated under Class 2. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(k) Livestock and domestic animals. Insurance against mortality, accident and health of livestock and domestic animals.

(l) Legal expense insurance. Insurance against risk resulting from the cost of legal services, defined as insurance which involves the assumption of a contractual obligation to reimburse the beneficiary against or pay on behalf of the beneficiary, all or a portion of his fees, costs, or expenses related to or arising out of services performed by or under the supervision of an attorney licensed to practice in the jurisdiction wherein the services are performed, regardless of whether the payment is made by the beneficiaries individually or

by a third person for them, but does not include the provision of or reimbursement for legal services incidental to other insurance coverages.

Class 3. Fire and Marine, etc.

(a) Fire. Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

(b) Elements. Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

(c) War, riot and explosion. Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed, or maintained by the insured).

(d) Marine and transportation. Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind, (excluding vehicles operating under their own power or while in storage not incidental to transportation) as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance, or use of the subject matter of such insurance, (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurance against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and

insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

(e) Vehicle. Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

(f) Property damage, sprinkler leakage and crop. Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

(g) Other fire and marine risks. Insurance against any other property risk not otherwise specified under Classes 1 or 2, which may lawfully be the subject of insurance and may properly be classified under Class 3.

(h) Contingent losses. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated under Class 3. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(i) Legal expense insurance. Insurance against risk resulting from the cost of legal services as defined above under Class 2 (1);

2. to engage directly in any of the following businesses:

(a) rendering investment advice;

(b) rendering services related to the functions involved in the operation of its insurance business including, but not limited to, actuarial, loss prevention, safety engineering, data processing, accounting, claims, appraisal and collection services;

(c) acting as administrative agent for a governmental instrumentality which is performing an insurance function for a health or welfare program;

(d) reinsuring the business of title insurance companies, provided that the Company shall have capital and surplus of not less than the amount required by law;

(e) any other business activity reasonably complementary or supplementary to its insurance business, either to the extent necessarily or properly incidental to the insurance business the Company is authorized to do or to the extent approved by the Director of Insurance of the State of Illinois if such approval is required by law at the time; and

3. to engage in any other lawful business or activity.

ARTICLE V Directors

The number of the directors of the Company shall be not less than the minimum nor more than the maximum stated in Section 10 of the Illinois Insurance Code. The composition of the board shall comply with the applicable provisions of Sections 10 and 131.20b of the Illinois Insurance Code. The directors of the Company immediately prior to the Reorganization shall become the directors of the reorganized Company. Beginning with the first annual meeting of the shareholders following the effective date of the Reorganization, the directors shall be elected by the shareholders at each annual meeting of the shareholders, subject to such further provisions as may be contained in the by-laws. Each director shall hold office until the next annual meeting of the shareholders shall have elected directors and until his or her successor is elected and has accepted.

ARTICLE VI Stock

The aggregate amount of capital stock the Company shall have authority to issue is 30,000 shares of common stock, having \$140.00 par value per share, making a total of \$4,200,000 authorized capital. As of the date of these Articles of

Reorganization, the aggregate number of shares currently issued and outstanding is 25,000.

ARTICLE VII
Time and Effect of Reorganization

When the Director of Insurance of the State of Illinois approves these Articles of Reorganization, the Reorganization shall be effected. When the Reorganization has been effected, the Company shall continue in existence as, and thereafter be, a company of the State of Illinois. Upon approval, a copy of the approved Articles shall be recorded in the office of the recorder in the county where the principal office of the Company is located.

ARTICLE VIII
Initial Board of Directors Upon Reorganization

When the Reorganization has been effected, each of the following persons shall continue to serve as a director of the Company until the first annual meeting of the shareholders following the effective date of the Reorganization has elected directors:

Robert J. Brautigam
J. Paul Condrin, III
John B. Connors
A. Alexander Fontanes
Gary R. Gregg
Edmund F. Kelly
Dexter R. Legg
Christopher C. Mansfield
Wendy A. Martin
Marie A. Ward

ARTICLE IX
Elimination of Liability


No director of the Company shall be liable to the Company or its shareholders for monetary damages for breach of fiduciary duty

as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for a breach of the director's duty of loyalty to the Company or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for a transaction from which the director derived an improper personal benefit.

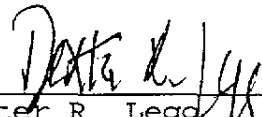
ARTICLE X
Amendment of Articles of Reorganization

These Articles of Reorganization may be amended in any respect not in violation of law in the following manner: The board of directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the shareholders at either an annual or special meeting. At such meeting the proposed amendment shall be adopted upon receiving the affirmative vote of the holders of at least two-thirds of the outstanding shares. Upon the adoption of the amendment, the restated articles of incorporation shall be delivered to the Director of Insurance of the State of Illinois for such approval or disapproval as may be required by law at the time of the adoption of the amendment.

IN WITNESS WHEREOF, the undersigned officers of the Company have executed these Articles of Reorganization in duplicate on this 14th day of November, 2002.



Christopher C. Mansfield
Vice President

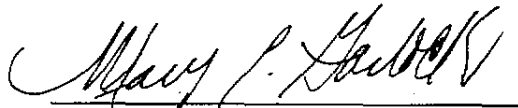


Dexter R. Legg
Vice President and Secretary

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF SUFFOLK

Acknowledged, subscribed and sworn to before me this 14th day of November, 2002.

(SEAL)



Notary Public

My commission expires:

July 14, 2006

Approved	<u>12/31/02</u>
State of Illinois To be effective 12/2	
Department of Finance	
by	<u>Nat Slager</u>
Director of Finance	