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Colette M. Perri  
Senior Legal Assistant

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**F 9300000 5070**

July 11, 1997

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

200002240242--2  
-07/17/97-01038--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**RE: Change in Domicile  
Colonial Penn Madison Insurance Company**

Dear Sir or Madam:

Please be advised that Colonial Penn Madison Insurance Company ("CPM") has changed its state of domicile from the State of Wisconsin to the Commonwealth of Pennsylvania. As is required by Florida Statute 607.1504 and the State of Florida Department of Insurance, I am forwarding the application to amend CPM's jurisdiction of incorporation. I have also enclosed a check in the amount of \$87.50 as payment for the filing fee and to receive a Certified Copy of the approval by the Department of State.

Should you have any questions or require anything further, please do not hesitate to contact me. Thank you for your attention in this matter.

Very truly yours,

*Colette M. Perri*  
Colette M. Perri  
Senior Legal Assistant

Encs.

APPROVED  
AND  
FILED  
97 JUL 17 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*OK*  
*Cur Copy*  
*Amend*  
*F 9300000 5070*  
*6 P 8*  
*7-17-97*

GUARDING YOUR FUTURE.

**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. Colonial Penn Madison Insurance Company  
Name of corporation as it appears on the records of the Department of State.
2. Pennsylvania 3. April 14, 1994  
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.  
Pennsylvania  
New Jurisdiction

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
97 JUL 17 5 11:32

APPROVED  
AND  
FILED

Christine E. Bancheri  
Signature

July 11, 1997  
Date

Christine E. Bancheri  
Typed or printed name

Vice President, General Counsel & Secretary  
Title



COMMONWEALTH OF PENNSYLVANIA  
INSURANCE DEPARTMENT  
Office of Regulation of Companies  
Bureau of Licensing and Financial Analysis  
Bureau of Examinations  
1345 Strawberry Square  
Harrisburg, PA 17120

December 12, 1996

Colette M. Perri  
Senior Legal Assistant  
Colonial Penn  
P.O. Box 1990  
Valley Forge, Pennsylvania 19482-1990

RE: Colonial Penn Madison Insurance Company  
Redomestication from Wisconsin to Pennsylvania

Dear Ms. Perri:

Attached please find the signed Order by which the Insurance Commissioner of the Commonwealth of Pennsylvania has approved the referenced transaction.

This letter will acknowledge the Department's receipt of the documents addressed in the stipulations to the Order approval. However, please remember that a holding company registration statement must be provided the Department within 15 days of the date of this letter (see 40 P.S. §991.1404(a)(2)).

Please feel free to contact me at (717) 783-2660 should you have any questions.

Sincerely,

A handwritten signature in cursive script, appearing to read "Robert E. Brackbill, Jr.".

Robert E. Brackbill, Jr.  
Insurance Company Licensing Specialist  
Company Licensing Division

BEFORE THE  
INSURANCE COMMISSIONER OF THE  
COMMONWEALTH OF PENNSYLVANIA

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IN RE: PLAN OF REDOMESTICATION OF COLONIAL PENN MADISON INSURANCE  
COMPANY FROM THE STATE OF WISCONSIN TO THE COMMONWEALTH OF  
PENNSYLVANIA

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ORDER

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AND NOW, on this 11<sup>th</sup> day of December, 1996, Linda S. Kaiser,  
Insurance Commissioner of the Commonwealth of Pennsylvania,  
hereby makes the following ORDER:

FINDINGS OF FACT

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1. On October 4, 1996 the Insurance Commissioner of the Commonwealth of Pennsylvania (hereinafter referenced as "COMMISSIONER") received a request (which, together with all material received subsequently, is hereinafter referenced as "REQUEST") for approval of the redomestication of Colonial Penn Madison Insurance Company to the Commonwealth of Pennsylvania from the State of Wisconsin.
2. The REQUEST was filed pursuant to and in accordance with 15 Pa.C.S. §§ 4161, 4162, 21205(d) and 21207 (hereinafter referenced as "APPLICABLE STATUTES").
3. Colonial Penn Madison Insurance Company (hereinafter referenced as "APPLICANT") is a foreign stock casualty insurance corporation organized under the laws of the State of Wisconsin with its principle place of business in Norristown, Pennsylvania.
4. APPLICANT currently holds a Certificate of Authority to transact insurance business in the Commonwealth of Pennsylvania as a foreign insurer.
5. APPLICANT desires to redomesticate to the Commonwealth of Pennsylvania as a domestic stock casualty insurer.

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DETERMINATIONS

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1. The REQUEST was properly filed pursuant to and in accordance with the APPLICABLE STATUTES.
2. The COMMISSIONER has jurisdiction over the parties and the subject matter of this proceeding and has the power to grant such an approval.
3. Such domestication by a foreign business corporation is provided for in subsection 4161(a) of the APPLICABLE STATUTES.
4. In accordance with the APPLICABLE STATUTES, APPLICANT has stated it will be subject to all the laws of this Commonwealth as stated in the Insurance Company Law of May 17, 1921, as amended.
5. In accordance with the APPLICABLE STATUTES, APPLICANT'S stated purpose for which it seeks to be domesticated is for providing insurances as stated in the Insurance Company Law of May 17, 1921, as amended.
6. In accordance with the APPLICABLE STATUTES, the COMMISSIONER, based on said REQUEST, believes this domestication is in accordance with law and is not injurious to the policyholders or creditors of APPLICANT.

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ORDER

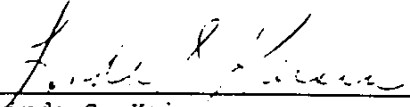
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Upon consideration of the foregoing, the COMMISSIONER hereby makes the following ORDER:

An approving determination for the domestication of APPLICANT to the Commonwealth of Pennsylvania and the issuance of a Certificate of Authority to APPLICANT as a domestic stock casualty insurance corporation as set forth in the REQUEST, subject to this ORDER and the following stipulations:

1. APPLICANT obtains approval of the domestication from the Wisconsin Insurance Department. A certified copy of the approval issued by the Connecticut Insurance Commissioner shall be provided to the COMMISSIONER within three (3) business days of receipt by APPLICANT.
2. In accordance with subsection 4161(b) of the APPLICABLE STATUTES, Articles of Domestication for APPLICANT shall be filed with the Pennsylvania Department of State within ten (10) business days of receipt of the approval of the domestication by the Wisconsin Insurance Commissioner.
3. APPLICANT shall surrender its current Certificate of Authority as a foreign insurer in exchange for the issuance of a Certificate of Authority as a domestic stock casualty insurance corporation within three (3) business days of receipt of the approval of the domestication by the Wisconsin Insurance Commissioner.



  
Linda S. Kaiser  
Insurance Commissioner  
Commonwealth of Pennsylvania