

F93000005070

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Colonial Penn Madison Insurance Company
(Name of corporation)

DOCUMENT NUMBER:

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nancy M. Liu
(Name of person)

GE Indemnity Insurance Company
(Name of firm/company)

500 Virginia Drive
(Address)

Fort Washington, PA 19034
(City/state and zip code)

100007082621--8
-08/13/02--01071--001
*****43.75 *****43.75

For further information concerning this matter, please call:

Nancy M. Liu at (267) 468-3017
(Name of person) (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

02 AUG 13 PM 4:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NIC
Amendment
SP
8/13/02



Colonial Penn Insurance Company
A GE Financial Assurance Company

Nancy M. Liu
Counsel
(267) 468-3017
fax no. (267) 468-3866
email address: nancy.liu@gecapital.com

Executive Offices
500 Virginia Drive, Ft. Washington, PA 19034

August 12, 2002

PERSONAL AND CONFIDENTIAL

Florida Department of State
Registration Section
Division of Corporations
Attention: Susan Payne, Senior Section Administrator
409 E. Gaines St.
Tallahassee, Florida 32399

RE: Colonial Penn Insurance Company (name change to GE Property & Casualty Insurance Company)
Colonial Penn Franklin Insurance Company (name change to GE Casualty Insurance Company)
Colonial Penn Madison Insurance Company (name change to GE Indemnity Insurance Company)

Dear Ms. Payne:

We are in receipt of your letter of July 9, 2002.

As per our phone conversations of July 30, July 31 and August 1, 2002, attached please find withdrawal forms and amendment forms for the above referenced companies. As per our phone conversation of August 1, 2002, you agreed to waive the withdrawal fees for the above referenced companies. For the amendment, we have included copies of the previously submitted certifications and filing fees of \$43.75 for each company.

Thank you for your assistance in this matter. Please do not hesitate to call me if you have any questions regarding these matters or require any additional information.

Very truly yours,
Nancy M. Liu
Nancy M. Liu

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

MAY 14, 2002

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

GE INDEMNITY INSURANCE COMPANY

I, C Michael Weaver, acting Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in black ink, reading "C. Michael Weaver". The signature is written in a cursive style.

ACTING Secretary of the Commonwealth

JSOW



20010
COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT
Office of Regulation of Companies
1345 Strawberry Square
Harrisburg, PA 17120
www.insurance.state.pa.us

Telephone (717) 783-2660
Fax (717) 787-8557

July 31, 2001

2679714

RECEIVED

AUG 02 2001

LEGAL DEPARTMENT

Nancy M. Liu
Counsel
GE Financial Assurance
500 Virginia Drive
Fort Washington, PA 19034

Via Fax (267) 468-3866

RE Name Approvals
GE Property & Casualty Insurance Company
GE Casualty Insurance Company
GE Indemnity Insurance Company

Dear Ms. Liu:

The following information is being provided in response to your request, received on July 30, 2001.

Please be advised that the phrasing of the above referenced names have been reviewed and found to be acceptable to the Pennsylvania Insurance Department. You will need to submit a copy of this letter to the Pennsylvania Department of State, Corporation Bureau.

This Department does not reserve company names. Name reservations can be arranged with the Corporations Bureau, Pennsylvania State Department, telephone number (717) 787-1057.

I trust that the information provided is responsive to your request. Please feel free to contact me at (717) 783-2660 should you have any questions.

Sincerely,

Stephanie A. Ohnmacht
Stephanie A. Ohnmacht
Insurance Company Licensing Specialist
Company Licensing Division

200163-1370

Microfilm Number

Filed with the Department of State on

AUG 14 2001

Entity Number

2679714

Kim D. ...

Secretary of the Commonwealth

ARTICLES OF AMENDMENT DOMESTIC BUSINESS CORPORATION
DSCB 15-1915 (Rev. 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is Colonial Penn. Madison Insurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department)

600 Virginia Drive, Fort Washington, Pennsylvania 19034 Montgomery
Number and Street City State Zip County

(b) c/o: _____ Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is Act of May 17, 1921

4. The date of its incorporation is November 10, 1980

5. (Check, and if appropriate complete, one of the following)

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on July 1, 2002 at 12:01 am
Date Hour

6. (Check one of the following)

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

(Check, and if appropriate complete, one of the following)

The amendment adopted by the corporation, set forth in full, is as follows:

FIRST NAME

The name of this corporation is:

GE INDEMNITY INSURANCE COMPANY

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

200163-1371

DSCB-15-1915 (Rev. 30) 2

B. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 15th day of August, 2001.

COLONIAL PENN. MADISON INSURANCE COMPANY
(Name of Corporation)

BY Nancy M. Liu
(Signature)

TITLE Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MAY 10, 2002

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

GE INDEMNITY INSURANCE COMPANY

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Michael J. Stewart

ACTING Secretary of the Commonwealth

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