

BAKER & DANIELS
EST. 1863

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KERRY E. ZOOK
(317) 237-1183

P26492

INDIANAPOLIS
FORT WAYNE
SOUTH BEND
ELKHART
WASHINGTON, D.C.

BY FEDERAL EXPRESS

April 21, 1999

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Florida Department of State
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Amending VASA North Atlantic Insurance Company's Registration
with the Florida Secretary of State to Reflect a Name Change

Dear Sirs:

We are writing on behalf of VASA North Atlantic Insurance Company, an Indiana domiciled property and casualty insurer (the "Company"), (i) to amend the Company's foreign company registration with the Florida Secretary of State to reflect a recent name change and (ii) to obtain a Florida Certificate of Status in the Company's new name.

I. Amending the Company's Name.

On January 22, 1999, the Company amended and restated its Articles of Incorporation to, among other things, change its name to "Centris Insurance Company." Pursuant to Indiana law, the Indiana Department of Insurance, the Indiana Attorney General, and the Indiana Secretary of State approved the Company's Third Amended and Restated Articles of Incorporation, and therefore, effective February 24, the Company's legal name became Centris Insurance Company. Consequently, the Company's foreign company registration with your department needs to be amended to reflect the Company's new name of Centris Insurance Company. The following items are enclosed to amend the Company's registration:

1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;

NC
4-28-99
BMS

99 APR 22 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

April 21, 1999

2. One copy of the Company's Third Amended and Restated Articles of Incorporation certified by the Indiana Department of Insurance;
3. One copy of the Company's Amended Indiana Certificate of Authority certified by the Indiana Department of Insurance; and
4. A check for \$43.75 payable to the Florida Department of State.

II. Florida Certificate of Status.

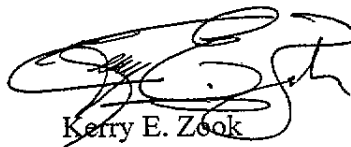
As part of the Company's required filings with the Florida Department of Insurance, we need to obtain a Florida Certificate of Status from your office that reflects the Company's new name. Therefore, once you have amended the Company's registration to reflect its new name, please send a Certificate of Status to:

Kerry E. Zook, Esq.
Baker & Daniels
300 North Meridian Street
Suite 2700
Indianapolis, Indiana 46204

\$8.75 of the \$43.75 check we have enclosed is intended to cover your office's fee for obtaining the Certificate of Status.

Thank you for your time and attention to these matters. If you have any questions or need additional information, please do not hesitate to call me at (317) 237-1183.

Sincerely,



Kerry E. Zook

KEZ:jak
Enclosures

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. VASA North Atlantic Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Indiana Incorporated under laws of 3. October 13, 1989
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? February 24, 1999
5. Centris 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.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

FILED
99 APR 22 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Signature

4/16/89
Date

Jose A. Velasco
Typed or printed name

Senior Vice President, Chief
Title
Administrative Officer, Secretary,
and General Counsel

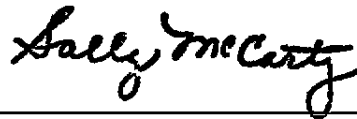
Certificate of Similarity
11-9-33

INSURANCE DEPARTMENT
STATE OF INDIANA
office of
COMMISSIONER OF INSURANCE

Indianapolis, Indiana **April 13, 1999**

I, Sally McCarty, Commissioner of Insurance of the state of Indiana, do hereby certify that I have caused to have compared the annexed copy of **the Articles of Amendment and Restatement of the Articles of Incorporation of Centris Insurance Company, approved February 24, 1999** with the original on file at this Department and find the same to be a correct transcript of the whole of said original.

In witness whereof, I have hereunto
set my hand and affixed my official
seal the day and year first above
written.



Commissioner of Insurance

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

To Whom These Presents Come, Greeting:

WHEREAS, there have been presented to me at this office for filing duplicate copies of Articles of Amendment of the Articles of Incorporation of

VASA NORTH ATLANTIC INSURANCE COMPANY

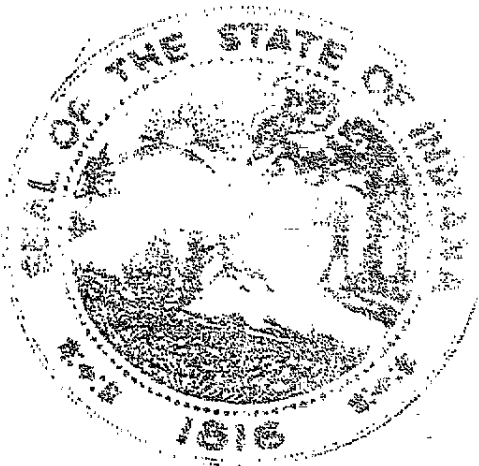
To Whom These Presents Come, Greeting:

pursuant to the provisions of an act entitled:

"An Act concerning Financial Institutions,
approved July 1, 1933, and all acts amendatory
thereof and supplemental thereto.

WHEREAS, upon due examination I find that they conform to law:

NOW, THEREFORE, I, SUE ANNE GILROY, hereby certify that said Amended Articles of Incorporation have this day been filed in this office with an effective date of March 1, 1999.



IN Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this First day of March, 1999.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

AK
Deputy



STATE OF INDIANA
OFFICE OF THE ATTORNEY GENERAL

INDIANA GOVERNMENT CENTER SOUTH, FIFTH FLOOR
402 WEST WASHINGTON STREET • INDIANAPOLIS, IN 46204-2770

JEFFREY A. MODISETT
ATTORNEY GENERAL

TELEPHONE (317) 232-6201

March 1, 1999

CERTIFICATION

I have examined the Articles of Amendment and Restatement of the Articles of Incorporation of Vasa North Atlantic Insurance Company, which is changing its name to Centris Insurance Company, and I certify that they conform to the provisions of the Indiana Insurance Law and are not inconsistent with the State and Federal Constitutions.

Respectfully submitted,

JEFFREY A. MODISETT
Attorney General of Indiana
Atty No. 0014704-49

A large, stylized handwritten signature in black ink, appearing to read "Gordon E. White, Jr.", written over a horizontal line.

Gordon E. White, Jr.
Deputy Attorney General
Atty No. 0001041-49



APPROVED
DEPARTMENT OF INSURANCE
FEB 24 1999
STATE OF INDIANA
INSURANCE COMMISSIONER

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
VASA NORTH ATLANTIC INSURANCE COMPANY
an Indiana Stock Insurance Company**

VASA North Atlantic Insurance Company (hereinafter referred to as the "Corporation"), duly existing under the Indiana Insurance Law and desiring to give notice of corporate action effectuating a third amendment and restatement of its Articles of Incorporation, sets forth the following facts:

**Article I
Amendment and Restatement of the
Articles of Incorporation**

Section 1. The Corporation was incorporated on February 8, 1979.

Section 2. The name of the Corporation following this amendment and restatement will be Centris Insurance Company.

Section 3. Upon the effectiveness of these Articles of Amendment and Restatement, the Corporation's Articles of Incorporation shall be amended and restated in their entirety in the form attached hereto and marked "Exhibit A" (the "New Articles").

**Article II
Effective Date**

The effective date of the New Articles shall be the date of filing of these Articles of Amendment and Restatement with the office of the Indiana Secretary of State, or such other date as may be provided by law.

**Article III
Manner of Adoption and Vote**

Section 1. Action by Directors. The Board of Directors of the Corporation, acting by unanimous written consent dated January 30th 1999, in lieu of a board meeting, adopted resolutions (1) approving the New Articles, (2) recommending that the Corporation's shareholders approve the New Articles, (3) directing that the New Articles be submitted to the vote of the shareholders at a special meeting of the shareholders, and (4) calling a special meeting of the shareholders to vote on the New Articles.

Section 2. Action by Shareholders. The Corporation's two shareholders, together holding all 1,064 issued and outstanding shares of the Corporation's voting stock, acting by unanimous written consent dated January 28, 1999 in lieu of the special meeting called by the Board of Directors, adopted resolutions (1) approving and adopting the New Articles, and (2) waiving the notice and the holding of the special meeting of the shareholders called by the Board of Directors.

Section 3. Compliance with Legal Requirements. The manner of the adoption of the New Articles and the written consents by which it was adopted constitute full legal compliance with the provisions of the Indiana Insurance Law and the Corporation's Articles of Incorporation and Bylaws.

IN WITNESS WHEREOF, the undersigned officer of the Corporation executed these Articles of Amendment and Restatement of the Articles of Incorporation of VASA North Atlantic Insurance Company and certifies to the truth of the facts herein stated, this 28th day of January, 1999.

VASA NORTH ATLANTIC INSURANCE COMPANY

By: 

David L. Cargile, President and Chief Executive Officer

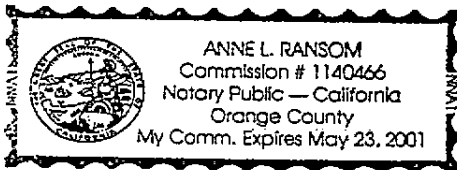
By: 

Jose A. Velasco, Senior Vice President, Chief Administrative Officer, Secretary and General Counsel

STATE OF CALIFORNIA)
) SS:
COUNTY OF Orange)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the foregoing State, hereby certify that David L. Cargile and Jose A Velasco, the President and Secretary, respectively, of VASA North Atlantic Insurance Company, personally appeared before me, acknowledged execution of the foregoing Articles of Amendment and Restatement to the Articles of Incorporation and swore to the truth of the facts therein contained.

WITNESS my hand and Notarial Seal this 22nd day of January, 1999.



Anne L. Ransom
Notary Public

Anne L. Ransom
Name Printed

My County of Residence:
Orange

My Commission Expires:
5-23-2001

This instrument was prepared by Kerry E. Zook, Attorney at Law, Baker & Daniels, 300 North Meridian Street, Suite 2700, Indianapolis, Indiana 46204.

EXHIBIT A

**THIRD
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CENTRIS INSURANCE COMPANY**

Centris Insurance Company (the "Corporation"), incorporated February 8, 1979, duly existing under the Indiana Insurance Law, and desiring to amend and restate its Articles of Incorporation, submits the following Amended and Restated Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is Centris Insurance Company.

**ARTICLE II
ADDRESS AND REGISTERED AGENT**

Section 2.01. Location of Principal Office. The post office address of the Corporation's principal office at the time of the effectiveness of these Amended and Restated Articles of Incorporation is:

111 Monument Circle
Bank One Center/Tower
Suite 4540
Indianapolis, Indiana 46204

Section 2.02. Registered Agent. The name and address of the Corporation's registered agent at the time of effectiveness of these Amended and Restated Articles of Incorporation is:

Andrew Weissert
111 Monument Circle
Bank One Center/Tower
Suite 4540
Indianapolis, Indiana 46204

ARTICLE III
PURPOSES AND POWERS; BUSINESS PLAN OR PRINCIPLES

Section 3.01. Purposes. This Corporation is formed for the purpose of conducting the business of, and acting as, a stock insurance company with the power to write such kinds of insurance and reinsurance as are comprised under Classes II and III of Section 27-1-5-1 of the Indiana Code, as amended, and to do all things necessary, convenient, or expedient for carrying on the business of such an insurance company or any other business related thereto.

Section 3.02. Powers. The Corporation shall have and may exercise all of the rights, privileges, and powers set forth in Section 27-1-7-2 of the Indiana Insurance Law, as amended, and as otherwise authorized by the Indiana Insurance Law, and shall have the power to do all acts and things necessary, convenient, or expedient to carry out the purposes for which it was formed.

Section 3.03. Plan or Principle. The plan or principle upon which the business of the Corporation is to be or may be conducted in Indiana and in other jurisdictions is to transact business as a stock property & casualty insurance company engaged in writing the kinds of insurance and reinsurance as are comprised under Classes II and III of Section 27-1-5-1 of the Indiana Code, as amended.

ARTICLE IV
PERIOD OF EXISTENCE

Section 4.01. Period. The period during which the Corporation will continue as a corporation shall be perpetual.

ARTICLE V
STOCK

Section 5.01. Authorized Shares. The aggregate number of authorized shares of capital stock of the Corporation is Ten Thousand (10,000) shares of Common Stock. The Common Stock shall have a par value of Two Thousand Five Hundred Dollars (\$2,500.00) per share.

Section 5.02. Terms. All shares are of one and the same class with equal rights, privileges, powers, obligations, liabilities, duties, and restrictions. These shares may be issued for cash or property, tangible or intangible, at such price and amount per share as may be determined by the Board of Directors; provided, however, that no shares may be issued for less than the par value of the shares.

ARTICLE VI
CAPITAL

Section 6.01. Paid-in Capital and Surplus. The amount of paid-in capital with which the Corporation began business was not less than One Million Dollars (\$1,000,000), and the amount of surplus with which the Corporation began business was not less than One Million Dollars (\$1,000,000). Representations with respect to the amounts of the Corporation's initial paid-in capital and surplus were set forth by the original incorporators of the Corporation in the original incorporation documents of the Corporation, which are hereby incorporated by reference. At the time of adoption of these Amended and Restated Articles of Incorporation, the Corporation has paid-in capital of not less than One Million Dollars (\$1,000,000) and a surplus of not less than Two Hundred and Fifty Thousand Dollars (\$250,000).

ARTICLE VII
INCORPORATORS, FIRST OFFICERS, AND FIRST DIRECTORS

The names, occupations, and post office addresses of the Incorporators, first Officers, and first Directors of the Corporation at the time of the original incorporation in 1979 is included within the original incorporation documents of the Corporation, which are hereby incorporated by reference.

ARTICLE VIII
BOARD OF DIRECTORS

Section 8.01. Management. The business of the Corporation shall be managed by a Board of Directors. The Directors shall have all of the qualifications, powers and authority and shall be subject to all limitations as set forth in the Indiana Insurance Law. The number of Directors of the Corporation shall not be less than five (5) nor more than fifteen (15), with the exact number to be specified from time to time in the manner provided by the Corporation's Bylaws. In addition, a majority of the Directors must, during their entire terms of service be citizens of the United States or Canada, and at least one Director must reside in Indiana. The Corporation shall have seven (7) Directors at the effective time of these Amended and Restated Articles of Incorporation and thereafter until such time as a different number of Directors is specified in the manner provided in the Corporation's Bylaws.

Section 8.02. Vacancy. Any vacancy on the Board of Directors caused by resignation, death or disqualification, or an increase in the number of Directors or otherwise, may be, at the discretion of the Board, filled by a majority vote of the remaining Directors (whether or not a quorum) or left unfulfilled until the next annual meeting of shareholders. If the Directors fill such a vacancy, the new Director shall serve until the next annual meeting of the shareholders. The failure of the Board of Directors or the shareholders to fill one or more vacancies on the Board of Directors or to elect a full Board of Directors shall not in any way prevent or restrict the Board of Directors from exercising the powers of the Corporation or from directing its business and affairs.

Section 8.03. Removal of Directors. A Director may be removed, with or without cause, only at a meeting of the shareholders or Directors called expressly for that purpose. Removal by the shareholders requires an affirmative vote of the shareholders representing at least a majority of all the votes then entitled to be cast at an election of Directors. Removal by the Board of Directors requires an affirmative vote of at least two-thirds of all Directors. No Director may be removed except as provided in this Section.

Section 8.04. Bylaws. The Board of Directors shall have the exclusive power to make, alter, amend, or repeal or to waive provisions of the Bylaws of the Corporation, in the manner provided by the Bylaws.

ARTICLE IX **SHAREHOLDER MEETINGS**

Section 9.01. Shareholder Meetings. All meetings of shareholders shall be held at such place, within or outside of the State of Indiana, as may be specified in the Bylaws of the Corporation, as from time to time in effect, or as may be designated by the Board of Directors or the Officer of the Corporation calling the meeting.

Section 9.02. Voting Rights. Every shareholder of the Corporation shall have the right, at every shareholder meeting, to one vote for each share outstanding in his name on the books of the Corporation. Voting for directors shall not be cumulative.

ARTICLE X **INDEMNIFICATION**

Section 10.01. Indemnification. The Corporation shall indemnify every Eligible Person (certain capitalized terms used in this Article are defined in Section 10.02) against all Liability and Expense that may be incurred by him or her in connection with or resulting from any Claim to the fullest extent authorized or permitted by the Indiana Insurance Law, as the same exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), or otherwise consistent with the public policy of the State of Indiana. In furtherance of the foregoing, and not by way of limitation, every Eligible Person shall be indemnified by the Corporation against all Liability and reasonable Expense that may be incurred by him or her in connection with or resulting from any Claim, (a) if such Eligible Person is Wholly Successful, on the merits or otherwise, with respect to the Claim, or (b) if not Wholly Successful, then if such Eligible Person is determined to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation or at least not opposed to its best interests and, in addition, with respect to any criminal Claim is determined to have had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful. The termination of any Claim, by judgment, order,

settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that an Eligible Person did not meet the standards of conduct set forth in clause (b) of this Section. The actions of an Eligible Person with respect to an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 shall be deemed to have been taken in what the Eligible Person reasonably believed to be the best interests of the Corporation or at least not opposed to its best interest if the Eligible Person reasonably believed he or she was acting in conformity with the requirements of such Act, or he or she reasonably believed his or her actions to be in the interests of the participants in or beneficiaries of the plan.

Section 10.02. Definitions.

- (a) The term "Claim" as used in this Article shall include every pending, threatened or completed claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation or any other corporation or otherwise), civil, criminal, administrative or investigative, formal or informal, in which an Eligible Person may become involved as a party or otherwise (i) by reason of his or her being or having been an Eligible Person or (ii) by reason of any action taken or not taken by him or her in his or her capacity as an Eligible Person, whether or not he or she continued in such capacity at the time such Liability or Expense shall have been incurred.
- (b) The term "Eligible Person" as used in this Article shall mean every person (and the estate, heirs and personal representatives of such person) who is or was a Director, Officer or employee of the Corporation or who, while a Director, Officer or employee of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, member, manager, agent or fiduciary of any other corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other organization or entity, whether for profit or not. An Eligible Person shall also be considered to have been serving as a director, officer, trustee, employee, agent or fiduciary of an employee benefit plan at the request of the Corporation if his or her duties to the Corporation also imposed duties on, or otherwise involved services by, him or her to the plan or to participants in or beneficiaries of the plan.
- (c) The terms "Liability" and "Expense" as used in this Article shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against (including excise taxes assessed with respect to an employee benefit plan), and amounts paid in settlement by or on behalf of, an Eligible Person.
- (d) The term "Wholly Successful" as used in this Article shall mean (i) termination of any Claim, whether on the merits or otherwise, against the Eligible Person in question without any finding of liability or guilt against him or her, (ii) approval by a court or agency, with knowledge of the indemnity herein provided, of a settlement

of any Claim, or (iii) the expiration of a reasonable period of time after the threatened making of any Claim without commencement of an action, suit or proceeding and without any payment or promise made to induce a settlement.

- (e) As used in this Article, the term "Corporation" includes all constituent entities in a consolidation or merger and the new or surviving corporation of such consolidation or merger, so that any Eligible Person who is or was a director, officer or employee of such a constituent entity or is or was serving at the request of such constituent entity as a director, officer, partner, trustee, employee, member, manager, agent or fiduciary of any other corporation, partnership, joint venture, trust, employee benefit, limited liability company or other organization or entity, whether for profit or not, shall stand in the same position under this Article with respect to the new or surviving corporation as he would if he had served the new or surviving corporation in the same capacity.

Section 10.03. Advancement of Expenses.

- (a) Expenses incurred by an Eligible Person who is a Director of the Corporation in defending any Claim shall be paid by the Corporation in advance of the final disposition of such Claim promptly as they are incurred upon receipt of an undertaking by or on behalf of such Eligible Person to repay such amount if he or she is determined not to be entitled to indemnification.
- (b) Expenses incurred by any other Eligible Person with respect to any Claim may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the Eligible Person to repay such amount if he or she is determined not to be entitled to indemnification.

Section 10.04. Non-Exclusivity and Insurance. The rights of indemnification and advancement of expenses provided in this Article shall be in addition to any rights to which any Eligible Person may otherwise be entitled. The Board of Directors may, at any time and from time to time:

- (a) approve indemnification of any Eligible Person to the fullest extent authorized or permitted by the provisions of applicable law or otherwise consistent with the public policy of the State of Indiana, whether on account of past or future transactions, and
- (b) authorize the Corporation to purchase and maintain insurance on behalf of any Eligible Person against any Liability or Expense asserted against or incurred by him or her in such capacity or arising out of his or her status as an Eligible Person, whether or not the Corporation would have the power to indemnify him or her against such Liability or Expense.

Section 10.05. Contract. The provisions of this Article shall be deemed to be a contract between the Corporation and each Eligible Person, and an Eligible Person's rights hereunder shall not be diminished or otherwise adversely affected by any repeal, amendment, or modification of this Article that occurs subsequent to such person becoming an Eligible Person.

ARTICLE XI
AMENDMENT OF ARTICLES

Section 11.01. Amendment. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Amended and Restated Articles of Incorporation or in any amendment hereto or to add any provision to these Amended and Restated Articles of Incorporation or to any amendment hereto in any manner now or hereafter prescribed or permitted by the provisions of the Indiana Insurance Law as from time to time in effect or by the provisions of any other applicable statute of the State of Indiana. All rights conferred upon shareholders in these Amended and Restated Articles of Incorporation or any amendment hereto are granted subject to this reservation.

CERTIFICATE OF COMPLIANCE

Department of Insurance

State of Indiana

Office of

Insurance Commissioner

Indianapolis, Indiana **March 11, 1999**

I, Sally McCarty, Insurance Commissioner of the State of Indiana, do hereby certify that the **Centris Insurance Company** has complied with all the requirements of the laws of this State applicable to said Company and is authorized to transact its appropriate business of **Multi-Line insurance Class II (a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k-excluding bailbonds) (l) (m); Class III (a) (b) (c) (d)** in this State, in accordance with the laws thereof.

IN WITNESS WHEREOF, I have hereunto set
my hand and affixed the seal of my office at
Indianapolis, Indiana, the day and year
written above.



Insurance Commissioner

Department of Insurance
State of Indiana

OFFICE OF

Insurance Commissioner



CERTIFICATE OF AUTHORITY

Indianapolis, Indiana February 24, 1999

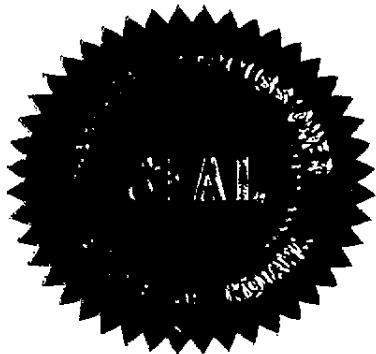
Whereas, The **CENTRIS INSURANCE COMPANY** of **INDIANAPOLIS, INDIANA** having complied with all the requirements of the laws regulating **Multi-Line Insurance Companies** doing business in the State of Indiana.

Therefore, as Insurance Commissioner of the State of Indiana, by virtue of authority vested in me by law, I do hereby authorize, empower and license the above named company to transact its appropriate business of:

Class II (a)(b)(c)(d)(e)(f)(g)(h)(i)(j)(k - excluding bail bonds)(l)(m)

Class III (a)(b)(c)(d)

through its duly authorized agents in the State of Indiana, in accordance with the laws thereof which are applicable to said Company.



IN TESTIMONY WHEREOF I hereunto
subscribe my name and affix the seal of my
office the date written above.

Sally McCarty

INSURANCE COMMISSIONER