

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WESTMINSTER INSURANCE COMPANY**

STATE OF VERMONT

Secretary of State's Office

Filed Dec. 31, 2004

Secretary of State

Filing Fee of \$_____ has been paid

VERMONT
SECRETARY OF STATE
2004 DEC 21 PM 5:24

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WESTMINSTER INSURANCE COMPANY

ARTICLE I
Name

The name of the corporation shall be Westminster Insurance Company.

ARTICLE II
Registered Office and Registered Agent

The current registered office of the corporation shall be 400 Cornerstone Drive, Suite 240, Williston, Vermont 05495, and the current registered agent at such address shall be CT Corporation System.

ARTICLE III
Purpose

This corporation is a Vermont general corporation, organized for the purpose of writing insurance and reinsurance as a captive insurance company pursuant to Title 8, Vermont Statutes Annotated, Chapter 141, Captive Insurance Companies, conducting all activities necessary or incidental to the foregoing, and engaging in any other lawful business or activity.

ARTICLE IV
Authorized Shares

The aggregate number of shares the corporation shall have authority to issue is: One Thousand (1,000) shares of one class of shares, said class consisting of voting common shares, with a par value of \$1,000.00 per share. The sole class of shares shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution. The corporation is changing its domicile from the State of Rhode Island, as set forth in greater detail in Article IX hereof. Immediately upon the filing of these Amended and Restated Articles of Incorporation, each share of voting common stock of the corporation (as a Rhode Island corporation) prior to redomesticating shall convert to one share of voting common stock of the corporation (as a Vermont corporation) subsequent to redomiciling.

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ARTICLE V
Shareholder Action Without Meeting

Action required or permitted to be taken by the shareholders of the corporation at a shareholders' meeting may be taken without a meeting if the action is taken by the holders of at least a majority of all of the shares entitled to vote on the action, and if each shareholder is given prior notice of the action proposed to be taken. Each action must be evidenced by one or more written consents describing the action taken, signed by the holders of at least a majority of the shares, and filed in the corporate minute book. Prompt notice of any action taken by less than unanimous written consent in lieu of a meeting shall be given to all shareholders entitled to vote on such action.

ARTICLE VI
Director Liability

To the extent permitted by Section 2.02(b)(4) of the Vermont Business Corporation Act, as the same may be supplemented, replaced or amended, no director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, solely as a director, based on a failure to discharge his or her own duties in accordance with Section 8.30 of the Vermont Business Corporation Act, as the same may be supplemented, replaced, or amended.

ARTICLE VII
Amendment of Articles

These Amended and Restated Articles of Incorporation amend the original Articles of Incorporation in every respect, except for the name of the corporation, its registered agent, its authorized shares and the information regarding the original incorporators. These Amended and Restated Articles of Incorporation, including the amendments reflected herein, supersede the original Articles of Incorporation and all amendments, if any, thereto.

ARTICLE VIII
Effective Date

These Amended and Restated Articles of Incorporation shall be effective as of the 31st day of December, 2004 at 11:59:59 p.m.

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ARTICLE IX
Incorporators

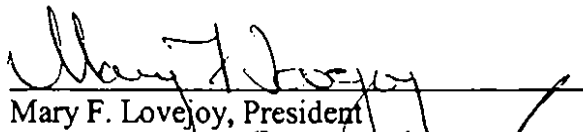
This corporation is changing its domicile from the State of Rhode Island and Providence Plantations to the State of Vermont pursuant to 8 VSA § 3437, *et seq.* The corporation operated in Rhode Island under the name "Westminster Insurance Company." The corporation was originally formed and incorporated in Rhode Island on December 14, 1999, pursuant to Chapter 7-1.1 and Chapter 27-43 of the Rhode Island General Laws, 1956, as amended, and pursuant to the filing with the Office of the Secretary of State of the State of Rhode Island and Providence Plantations of Articles of Incorporation signed by the following individuals:

<u>Name</u>	<u>Address</u>
Ann T. Willaman	40 Westminster Street Providence, RI 02903
Peter J. Cronan	40 Westminster Street Providence, RI 02903
Thomas J. Fredericks	40 Westminster Street Providence, RI 02903

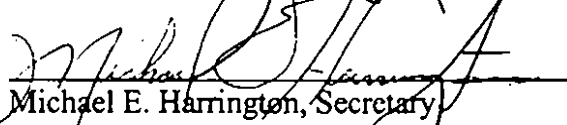
Executed on behalf of the corporation as of this 20th day of December, 2004.

WESTMINSTER INSURANCE COMPANY

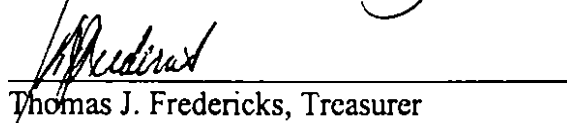
By:


Mary F. Lovejoy, President

And By:


Michael E. Harrington, Secretary

And By:


Thomas J. Fredericks, Treasurer

Verified: 
My Commission Expires 4-11-05

391776_v2: 8291-00001

VERMONT
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**CERTIFICATE TO ACCOMPANY
THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WESTMINSTER INSURANCE COMPANY
(redomesticating from the State of Rhode Island)**

Pursuant to 11A V.S.A. § 10.07(d), Westminster Insurance Company hereby presents the attached Amended and Restated Articles of Incorporation and certifies as follows:

ARTICLE I

The name of the corporation is Westminster Insurance Company. The corporation is redomesticating to Vermont from Rhode Island pursuant to 8 V.S.A. Sections 3437 and 3439. The corporation was known in Rhode Island by the same name.

ARTICLE II

The Restatement of the Articles of Incorporation attached hereto contains amendments to the Articles of Incorporation requiring shareholder approval. The text of the amendments is set forth in full in the attached Amended and Restated Articles of Incorporation.

ARTICLE III

The Amended and Restated Articles of Incorporation, including the amendments, were adopted by the Board of Directors as of November 19, 2004 and approved by the shareholder as of November 19, 2004 in accordance with the provisions of the Vermont Business Corporation Act as applicable pursuant to 8 V.S.A. Section 3437.

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ARTICLE IV

At the time of the vote on the amendment the only issued and outstanding stock of the corporation consisted of one hundred (100) shares of common stock, all of which were represented in the vote. The total number of votes cast for the approval of the amendment by the sole voting group was one hundred (100); and the total number of votes cast against the approval of the amendment by the sole voting group was zero. Such vote was sufficient for approval of the amendment by the sole voting group.

Dated as of the 20th day of December, 2004.

WESTMINSTER INSURANCE COMPANY

BY: Mary F. Lovejoy
Mary F. Lovejoy, President

AND BY: Michael E. Harrington
Michael E. Harrington, Secretary

AND BY: Thomas J. Fredericks
Thomas J. Fredericks, Treasurer

Verified: Sam Searles
My Commission Expires 4-11-05

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VERMONT
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Vermont . . .

**Department of Banking, Insurance,
Securities and Health Care Administration**

Consumer Complaints/Assistance only:
Insurance: 1-800-964-1784
Health Care Administration: 1-800-631-7788
See other division numbers below.

Westminster Insurance Company

(a proposed corporation)

X
X
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X
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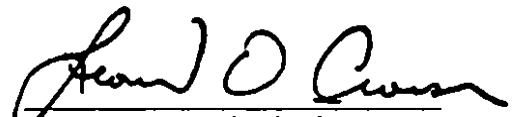
CERTIFICATE OF GENERAL GOOD

WHEREAS, the Commissioner of Banking, Insurance, Securities and Health Care Administration (hereafter "the Commissioner") received a Petition pursuant to 8 V.S.A., Section 6006(d) from the above-captioned proposed corporation, to issue thereto a Certificate of General Good; and

WHEREAS, the Commissioner has considered the facts and circumstances surrounding this Petition, including; the character, reputation, financial standing and purposes of the proposed incorporators; the character, reputation, financial responsibility, insurance experience and business qualifications of the proposed officers and directors; and all other facts that the Commissioner has deemed advisable in his review of the Petition;

NOWHEREFORE, pursuant to the provisions of 8 V.S.A. Section 6006 and based upon the Commissioner's review and consideration of the facts and circumstances surrounding the Petition, all of which are herein incorporated by reference, the Commissioner does hereby find that the proposed corporation, **Westminster Insurance Company**, will promote the general good of the State of Vermont and does issue this Certificate of General Good as evidence thereof.

IN WITNESS HEREOF, I have
set my hand and official seal
of the Department of Banking,
Insurance, Securities and Health
Care Administration this 8th day
of December, 2004.


LEONARD D. CROUSE
DEPUTY COMMISSIONER
CAPTIVE INSURANCE

CERTIFICATE VALID WITH WATERMARK

89 Main Street, Drawer 20, Montpelier, VT 05620-3101
www.bishca.state.vt.us

Banking
(802) 828-3307

Insurance
(802) 828-3301

Captive Insurance
(802) 828-3304

Securities
(802) 828-3420

Health Care Admin.
(802) 828-2900



NIXON PEABODY LLP
ATTORNEYS AT LAW

Suite 500
One Citizens Plaza
Providence, Rhode Island 02903-1345
(401) 454-1000
Fax: (401) 454-1030

Stephen Lichatin II
Direct Dial: (401) 454-1017
E-Mail: slichatin@nixonpeabody.com

December 10, 2004

RECEIVED
OFFICE OF STATE
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BY COURIER

Jack Broccoli, CPA, CFE
Chief Insurance Examiner
Insurance Division
RI Department of Business Regulation
233 Richmond Street – Suite 233
Providence, RI 02903

04 DEC 31 AM 9:57

Re: Westminster Insurance Company

Dear Jack:

Following up on your letter to me dated October 6, 2004, and my letter to you dated December 3, 2004, both relative to the redomestication of Westminster Insurance Company from Rhode Island to Vermont, I am enclosing the following documents:

1. Copy of Certificate of General Good issued by Leonard D. Crouse, Deputy Commissioner, Captive Insurance, State of Vermont;
2. Original Certificate of Authority issued by the Rhode Island Department of Business Regulation, Insurance Division on December 17, 1999 (effective January 1, 2000); and
3. Copy of Irrevocable Letter of Credit No. 50088022 established by BankBoston in favor of the Superintendent of Insurance, Rhode Island Department of Business Regulation, dated December 15, 1999.

We ask that you hold these documents until December 31, 2004, the proposed effective date of the redomestication. Please issue a release of the Letter of Credit following the effective date of the redomestication.

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BY *[Signature]*

NIXON PEABODY LLP

Jack Broccoli, CPA, CFE
December 10, 2004
Page 2

We will forward a copy of our Submission to the Rhode Island Secretary of State regarding the redomestication proposed to be effective December 31, 2004.

If you have any questions or concerns, please give me a call.

Sincerely,



Stephen Lichatin III

SL/lam
Enclosure

cc: Michael E. Harrington, Esq.
Duncan Sutherland, Esq.
Alan D. Port, Esq.
Mr. Peter Snell
Mr. William Riley

NIXON PEABODY LLP

Jack Broccoli, CPA, CFE

December 10, 2004

Page 3

bcc: Maryellen Williams, Paralegal



Vermont . . .

Department of Banking, Insurance,
Securities and Health Care Administration

Consumer Complaints/Assistance only:
Insurance: 1-800-964-1784
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See other division numbers below.

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Westminster Insurance Company

(a proposed corporation)

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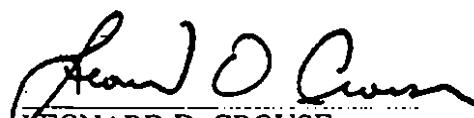
CERTIFICATE OF GENERAL GOOD

WHEREAS, the Commissioner of Banking, Insurance, Securities and Health Care Administration (hereafter "the Commissioner") received a Petition pursuant to 8 V.S.A., Section 6006(d) from the above-captioned proposed corporation, to issue thereto a Certificate of General Good; and

WHEREAS, the Commissioner has considered the facts and circumstances surrounding this Petition, including; the character, reputation, financial standing and purposes of the proposed incorporators; the character, reputation, financial responsibility, insurance experience and business qualifications of the proposed officers and directors; and all other facts that the Commissioner has deemed advisable in his review of the Petition;

NOWHEREFORE, pursuant to the provisions of 8 V.S.A. Section 6006 and based upon the Commissioner's review and consideration of the facts and circumstances surrounding the Petition, all of which are herein incorporated by reference, the Commissioner does hereby find that the proposed corporation, **Westminster Insurance Company**, will promote the general good of the State of Vermont and does issue this Certificate of General Good as evidence thereof.

IN WITNESS HEREOF, I have
set my hand and official seal
of the Department of Banking,
Insurance, Securities and Health
Care Administration this 8th day
of December, 2004.


LEONARD D. CROUSE
DEPUTY COMMISSIONER
CAPTIVE INSURANCE

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CERTIFICATE VALID WITH WATERMARK

89 Main Street, Drawer 20, Montpelier, VT 05620-3101
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(802) 828-2900

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
DEPARTMENT OF BUSINESS REGULATION
INSURANCE DIVISION
233 RICHMOND STREET, SUITE 233, PROVIDENCE, R.I. 02903-4233

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To whom it may concern:

The undersigned Tom Schumpert, Insurance Commissioner of the State of Rhode Island, hereby certifies that

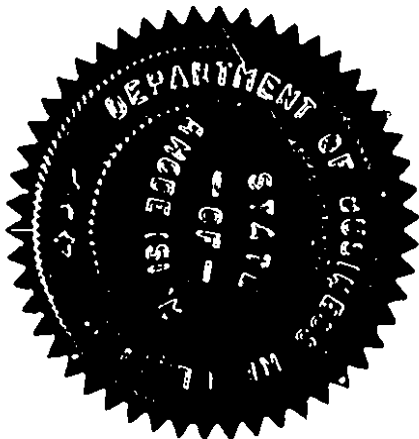
Westminster Insurance Company

of the City of Providence in the State of Rhode Island, having complied with the requirements of the laws of this State relating to captive insurance companies, has been duly admitted and is fully authorized to

insure any risks of its parent and affiliated companies excluding personal lines of insurance as defined in Rhode Island General Laws 1956, as amended

in said State of Rhode Island
effective January 1, 2000.

In Witness Whereof, I hereunto set my hand and affix the official seal of this Department this 17th day of December 1999.



Tom Schumpert
Insurance Commissioner

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BankBoston, N.A.
Trade Services
Mail Code: 50-04-01
100 Federal Street
Boston, Massachusetts 02110



Clean Irrevocable Letter of Credit Number 50088022

Date: December 15, 1999

Beneficiary:

Commissioner of Insurance
State of Rhode Island
233 Richmond Street
Providence, RI 02903

By order of:

Textron, Inc.
40 Westminster Street
Providence, RI 02903

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STATE
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We hereby establish our Irrevocable Letter of Credit in your favor for the account of Textron, Inc. up to the aggregate amount of US\$300,000.00 (Three Hundred Thousand US Dollars) available by your draft(s) drawn on us, at sight bearing the number of this Irrevocable Letter of Credit No. 50088022. This Letter of Credit shall expire at our office at the close of business on December 15, 2000 unless as hereinafter extended.

As we understand from our customer, this Letter of Credit is issued pursuant to the provisions of Section 4 and 5 of Chapter 43, Title 27 of the Rhode Island General Laws, 1956, as amended, and on behalf of the above mentioned Textron, Inc. which is applying for a certificate of authority to engage in the insurance business in the State of Rhode Island as a captive insurance company.

It is a condition of the Letter of Credit that it shall be automatically extended for additional periods, each of one year, unless at least ninety calendar days prior to the then relevant expiration date we have advised you in writing that we elect not to extend. In that event, you may draw hereunder on or prior to the then relevant expiration date, up to the full amount then available hereunder, against your sight draft(s) to the full amount then available hereunder, against your sight draft(s) on us, bearing the number of this Letter of Credit.

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DEC 31 2004
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BankBoston, N.A.
Trade Services
Mail Code: 50-04-01
100 Federal Street
Boston, Massachusetts 02110



It is a further condition of this Letter of Credit that each automatic extension shall be measured from the then relevant expiration date, even though such date is not a business day in Massachusetts for this Bank. It is also a condition of this Letter of Credit that for the purpose of drawing hereunder, if the then relevant expiration date is a nonbusiness day for our bank, drawing may be made not later than our next immediately following business day.

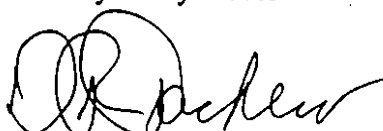
This Letter of Credit sets forth in full the terms of our undertaking, and such undertaking shall not in any way be modified, amended or amplified by reference to any note, document, instrument, statute, regulation or agreement referred to herein or in which this Letter of Credit relates and any such reference shall not be deemed to incorporate herein by reference any note, document, instrument, statute, regulation or agreement. Our obligation under this Letter of Credit is in no way contingent upon reimbursement with respect thereto.

Each sight draft so drawn and presented shall be promptly honored by us if presented on or prior to the above stated expiration date or any extension thereof as above provided. Presentation under this Letter of Credit must be made at 150 Federal Street, 4th. Floor, MS 50-04-01, Boston, MA 02110 during normal banking hours.

Except so far as otherwise expressly stated herein, this letter of credit is subject to the "Uniform Customs and Practice for Documentary Credits (1993 Revision), International Chamber of Commerce Publication No. 500". Notwithstanding Article 17 of the U.C.P., if this Letter of Credit expires during an interruption of our business as described in said Article 17, the Bank hereby specifically agrees to effect payment if this Letter of Credit is drawn against within seven (7) days after the resumption of our business.

Kindly address all correspondence regarding this letter of credit to the attention of our Letter of Credit Operations. Telephone inquiries can be made to Navin Bhojani at 617-434-3062.

Very Truly Yours



Authorized Official

115#104115



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Business Regulation
INSURANCE DIVISION

233 Richmond Street, Suite 233
Providence, RI 02903 - 4233
TELEPHONE NO. (401) 222-2223

FAX No. (401) 222-5475
TDD No. (401) 222-2999

December 24, 2004

Michael E. Harrington
Attorney and Assistant Secretary
Textron Financial Corporation
40 Westminster Street
Providence, RI 02940-6687

Re: Redomestication of Westminster Insurance Company

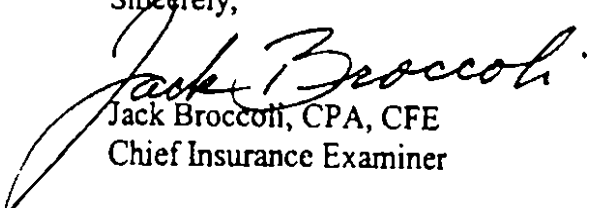
Dear Mr. Harrington,

Please let this letter serve as confirmation that Westminster Insurance Company ("Company") has provided all the necessary documentation to effectuate the redomestication of the Company from Rhode Island to Vermont in accordance with R.I. Gen. Laws § 27-2.2-4. Based on our review of the information provided, we did not become aware of any matters of significant regulatory concern that would result from the proposed redomestication. Therefore, this Division hereby approves the Company's redomestication from Rhode Island to Vermont effective December 31, 2004.

As part of this approval, we are also authorizing the release of the Irrevocable Letter of Credit (Number 50088022) originally established by BankBoston and subsequently Citizens Bank in favor of the Commissioner of Insurance of the State of Rhode Island for the account of Textron, Inc. up to the aggregate amount of US\$300,000.00. The release of this Letter of Credit shall also be effective on December 31, 2004.

If you have any questions regarding this issue, please contact me at 401-222-5447.

Sincerely,

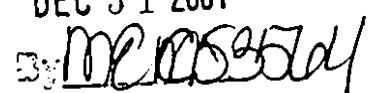

Jack Broccoli, CPA, CFE
Chief Insurance Examiner

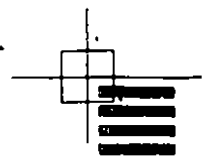
CC: Joseph Torti III, CPA, CFE
Tom Gauthier, CFE
Stephen Lichatin III, Esq.

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DEC 31 2004

By 



PAUL FRANK + COLLINS P.C.

William D. Riley
wriley@PFClaw.com

December 30, 2004

VIA FEDERAL EXPRESS

Stephen Lichatin, III
Nixon Peabody LLP
One Citizens Plaza
Providence, RI 02903

Re: Westminster Insurance Company

Dear Stephen:

I enclose an original Certificate Confirming Incorporation issued by the Vermont Secretary of State.

Please contact me if you have any questions.

Cordially yours,

PAUL FRANK + COLLINS P.C.

By: William D. Riley

Enclosure

cc w/o enc.: Michael E. Harrington
Duncan I. Sutherland
Peter C. Snell

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ATTORNEYS AT LAW | www.PFClaw.com

One Church Street P.O. Box 1307 Burlington, VT 05402-1307 phone 802.658.2311 fax 802.658.0042

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STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

Certificate of Re-domestication

The Secretary of State hereby grants a Certificate Confirming Incorporation to

WESTMINSTER INSURANCE COMPANY

a Rhode Island domestic corporation

re-domesticating to Vermont pursuant to T.8, Chapter 101, Section 3437. Attached is a true copy of the amended and restated articles of incorporation for such corporation which appear of record in this office.

December 31, 2004

Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital



Deborah Markowitz
Secretary of State



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DEC 31 2004
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