

State of Rhode Island and Providence Plantations

53090

REVIEWED & APPROVED BY:

Robert J. Janes

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Department of Business Regulation

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

COMPUTER INSURANCE COMPANY

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is
COMPUTER INSURANCE COMPANY

SECOND: The shareholders of the corporation on April 21, 1989,
in the manner provided by Chapter 7-1.1 of the General Laws, 1956, as amended,
adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

Amend Article Third of the Original Articles of Incorporation
as follows:

The purpose or purposes for which the corporation is organized are:

- (a) to transact on the stock plan, on either an individual or group basis, any one or more of the following kinds of property and casualty insurance: liability insurance, including officers and directors liability insurance, but specifically excluding workers' compensation and employer's liability insurance, motor vehicle insurance and malpractice liability insurance; property insurance, including insurance against loss or damage on real or personal property from any and all hazards or causes, but specifically excluding motor vehicle insurance and homeowners insurance policies; and marine and transportation insurance, including but not limited to inland marine and marine protection and indemnity insurance.
- (b) to accept and to cede reinsurance of the kind or kinds of insurance business in which the corporation is authorized to engage by the terms of these Articles of Incorporation, specifically excluding reinsurance of life insurance, annuities and title insurance.

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(c) to engage in any and all kinds of business to the extent necessarily or properly incidental to the kind or kinds of insurance business in which it is authorized to engage; and

(d) to transact any and all business in which a corporation may engage pursuant to the Rhode Island business corporation act, as amended from time to time.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes; unless otherwise restricted by Title 27 of the General Laws of Rhode Island (OVER)
or by regulation of the Director of Business Regulation.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 10,000; and the number of shares entitled to vote thereon was 10,000

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
One Class	10,000

FIFTH: The number of shares voted for such amendment was 10,000; and the number of shares voted against such amendment was None

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None		

None

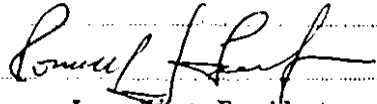

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No Change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

No Change

Dated April 24, 1989

By 
Its Vice President
and 
Its Assistant Secretary

COMMONWEALTH OF MASSACHUSETTS

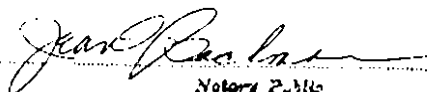
~~STATE OF MASSACHUSETTS~~

COUNTY OF MIDDLESEX

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At in said county on this 24th day of
April, 19 89, personally appeared before me
Ronald Lamb, who, being by me first duly sworn, declared that he is the
Vice President of Computer Insurance Company

that he signed the foregoing document as Vice President of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

- RECEIVED
SECRETARY OF STATE
CORPORATION DIV.

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