



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Business Regulation
INSURANCE DIVISION233 Richmond Street, Suite 233
Providence, R.I. 02903 - 4233
Telephone No. (401) 277-2223FAX No. (401) 751-4887
TDD No. (401) 277-2223

February 2, 1993

Maura C. Travers
Assistant General Counsel
Metropolitan Property and Casualty
Insurance Company
P.O. Box 350
Warwick, RI 02887

RE: Redomestication of First General Insurance Company -
(First General)

Dear Ms. Travers:

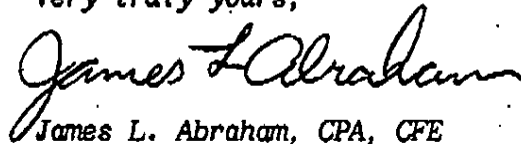
The redomestication of First General Insurance Company in accordance with section 27-2.2-1 of the Rhode Island insurance code has been approved by this Division effective February 1, 1993. As we discussed, the following items are required within the next 30 days:

- 1.) Quota Share Reinsurance Treaty - Copies of home state approvals. Rhode Island review and approval to follow.
- 2.) Consent Order with State of Georgia - copy to be provided.
- 3.) Explanation of two failed IRIS ratios in writing.
- 4.) Summary of all Charter provisions as amended.
- 5.) Operations plan for company to return to profitability.
- 6.) Explain 1992 operating results. Explain impact of Hurricane Andrew on lines of business reported in Schedule P.
- 7.) Official response to the 1989 examination report.
- 8.) Explanation of what records are in New York. Provide in writing, your understanding that substantially all records must be maintained in Rhode Island.

Maura C. Travers
February 2, 1993
Page 2 •

I would like to take this opportunity to welcome First General as a Rhode Island domestic company. If I can assist you in any regulatory matter in the future, feel free to call any time.

Very truly yours,



James L. Abraham, CPA, CFE
Chief Insurance Examiner

JLA:rmp

AFFIDAVIT

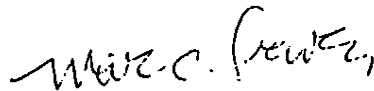
STATE OF RHODE ISLAND §
 §
COUNTY OF KENT §

NOW COMES Maura C. Travers, being first duly sworn, deposes and says:

That I am the Senior Director and Assistant General Counsel of First General Insurance Company.

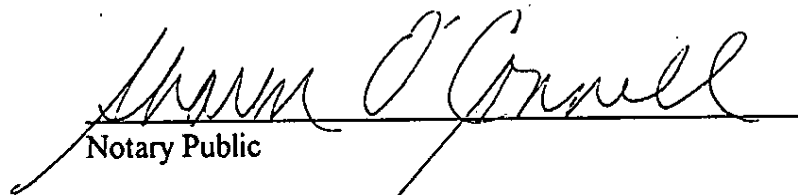
That the attached Charter and Amendments filed under the name of First General Insurance Company [First General] are true and correct copies which were filed with the Rhode Island Secretary of State's Office on February 1, 1993, the effective date of First General's redomestication from Georgia to Rhode Island.

Further, that the attached certification by the Rhode Island Secretary of State's Office of said filing is a true and correct copy.



Maura C. Travers
Senior Director and Assistant General Counsel
First General Insurance Company

SUBSCRIBED AND SWORN to before me this 29th day of September, 1995.



Notary Public

Commission Expires: 06/28/97

SEAL

Doc. # 93/960488
Control # 8716933



OFFICE OF THE SECRETARY OF STATE



To All Whom These Presents May Come — Greeting:

WHEREAS, in pursuant of an Act of the General Assembly of Georgia approved March 8, 1960, known as the Georgia Insurance Code, as amended, a petition having been made to the Secretary of State by filing in this office, Application for Redomestication of Charter in the name and style of

FIRST GENERAL INSURANCE COMPANY

with its principal office located in the State of Georgia, for the purpose of amending and restating its Charter in accordance with the provisions of O.C.G.A. §§33-3-29 and other applicable law so as to redomesticate FIRST GENERAL INSURANCE COMPANY from the State of Georgia to the State of Rhode Island, as set forth in the Application for and Redomestication of Charter, all as defined by the Georgia Insurance Code, as amended, and has complied with the statutes in such cases made and provided, and the Secretary of State having received the approval of the Commissioner of Insurance, and having been granted such approval effective on February 1, 1993.

THEREFORE, the State of Georgia hereby grants the unto FIRST GENERAL INSURANCE COMPANY the powers and privileges of a corporation for the purposes set forth in its petition, subject to the provisions of the Constitution of this State, and all of the laws, rules and regulations governing insurance companies of force at the date of this Certificate.....

In Witness Whereof, These presents have been signed by the Secretary of State, and the Great Seal has been attached hereto, at the Capitol in Atlanta, on this 12th day of July, 1993.

MAX CLELAND SECRETARY OF STATE

Max Cleland

93/960488

APPLICATION FOR AMENDMENT OF CHARTER OF
FIRST GENERAL INSURANCE COMPANY

Petitioner submits this Application for Amendment of Charter pursuant to Official Code of Georgia Ann. §33-14-8:

Petitioner is First General Insurance Company and is a domestic stock insurer incorporated under the provisions of the laws of Georgia.

Petitioner's original charter is dated May 24, 1949. The following are the dates of all amendments to said charter: August 16, 1951, April 25, 1952, September 30, 1952, November 25, 1953, November 9, 1954, March 28, 1955, April 19, 1956, August 15, 1956, December 20, 1957, July 14, 1958, August 6, 1958, September 17, 1958, December 31, 1959, January 11, 1965, October 4, 1972, November 2, 1973, and June 22, 1983. Petitioner's Charter was renewed on August 6, 1958 for a period of thirty years.

Petitioner desires to amend its charter by deleting Paragraph 6 of its existing Charter in its entirety and substituting in lieu thereof a new Paragraph 6 to read as follows:

"6. The principal office of said company shall be in Warwick (Kent County), Rhode Island, but the company shall have the right to establish branch offices and places of business elsewhere both within and without the State of Rhode Island."

Petitioner further desires to amend its charter by deleting in its entirety any reference to the State of Georgia and substituting in lieu thereof the State of Rhode Island.

IN WITNESS WHEREOF, Petitioner, by its authorized officers, does hereby execute this application.

FIRST GENERAL INSURANCE COMPANY

By: Daniel J. Cavanagh
Daniel J. Cavanagh
Title: President

[CORPORATE SEAL]

By: Richard W. Bernstein
Richard W. Bernstein
Title: Vice President, General
Counsel and Secretary

APPLICATION FOR AMENDMENT OF BY-LAWS OF
FIRST GENERAL INSURANCE COMPANY

Petitioner submits this Application for Amendment of By-Laws pursuant to Official Code of Georgia Ann. §33-14-8:

Petitioner is First General Insurance Company and is a domestic stock insurer incorporated under the provisions of the laws of Georgia.

Petitioner desires to amend its by-laws by deleting Article I, Section 2, of its existing by-laws in its entirety and substituting in lieu thereof a new Article I, Section 2, to read as follows:

"Article I. Section 2. LOCATION. The principal office and place of business of the Corporation shall be located in Warwick, Kent County, Rhode Island. The Corporation may establish such branch offices in such locations as may be approved and directed by the board of directors of the Corporation in connection with the Corporation's business."

Petitioner further desires to amend its by-laws by deleting in its entirety any reference to Atlanta, Fulton County, Georgia and/or State of Georgia, where applicable, and substituting in lieu thereof, Warwick, Kent County, Rhode Island and/or State of Rhode Island.

IN WITNESS WHEREOF, Petitioner, by its authorized Officers, does hereby execute this application.

: FIRST GENERAL INSURANCE COMPANY

By: Daniel J. Cavanagh
Daniel J. Cavanagh
Title: President

[CORPORATE SEAL]

By: Richard W. Berstein
Richard W. Berstein
Title: Vice President, General
Counsel and Secretary

CERTIFICATION

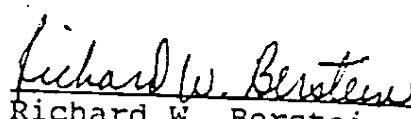
I, Richard W. Bernstein, Vice President, General Counsel and Secretary of First General Insurance Company, do hereby certify that the following is a true and correct copy of a resolution duly executed by the Board of Directors of First General Insurance Company at a meeting of the Board of Directors held on July 19, 1991.

ON MOTION, the Officers were authorized, on behalf of First General Insurance Company (First General), to effectuate the redomestication of First General from the State of Georgia to the State of Rhode Island.

Further, that the Administrative Office in Warwick, Rhode Island, as well as the address designated for forwarding any legal process, remain unchanged.

Further, that this redomestication is contingent upon all required regulatory approvals.

IN WITNESS WHEREOF, I have set my hand and have caused to be affixed the corporate seal of First General Insurance Company to this Certification and this Resolution on the 6th day of November, 1992.


Richard W. Bernstein
Vice President, General Counsel
and Secretary

[S E A L]



OFFICE OF
COMMISSIONER OF INSURANCE

TIM RYLES
COMMISSIONER OF INSURANCE
SAFETY FIRE COMMISSIONER
INDUSTRIAL LOAN COMMISSIONER
COMPTROLLER GENERAL

CERTIFICATE APPROVING

SEVENTH FLOOR, WEST TOWER
FLOYD BUILDING
2 MARTIN LUTHER KING, JR. DR.
ATLANTA, GEORGIA 30334

PROPOSED PETITION FOR REDOMESTICATION OF
FIRST GENERAL INSURANCE COMPANY

I, Tim Ryles, Commissioner of Insurance of the State of Georgia certify that I have examined the Petition for Redomestication of FIRST GENERAL INSURANCE COMPANY.

Based upon my examination of this Petition, I conclude that this proposed Petition for Redomestication, if granted, will enable FIRST GENERAL INSURANCE COMPANY to comply with the applicable insurance laws of the State of Georgia. Said Petition is, therefore, hereby approved and will carry an effective date of February 1, 1993.

Given under my Hand and Seal of Office this 12th day of July, 1993.

TIM RYLES
COMMISSIONER OF INSURANCE
STATE OF GEORGIA



OFFICE OF
COMMISSIONER OF INSURANCE

TIM RYLES
COMMISSIONER OF INSURANCE
SAFETY FIRE COMMISSIONER
INDUSTRIAL LOAN COMMISSIONER
COMPTROLLER GENERAL

July 12, 1993

SEVENTH FLOOR WEST TOWER
FLOYD BUILDING
2 MARTIN LUTHER KING, JR. DR.
ATLANTA, GEORGIA 30334

Honorable Max Cleland
Secretary of State
214 State Capitol
Atlanta, Georgia 30334

Re: FIRST GENERAL INSURANCE COMPANY
Warwick, Rhode Island
Petition of Redomestication

8716933
5/24/49

Dear Max:

I am enclosing a Certificate approving the proposed Petition of Redomestication for FIRST GENERAL INSURANCE COMPANY, in which, FIRST GENERAL INSURANCE COMPANY, wishes to redomesticate to Warwick, Rhode Island. The redomestication is effective as of February 1, 1993.

Sincerely,

Tim Ryles
Commissioner of Insurance

Enclosure

OFFICE OF THE COMMISSIONER OF INSURANCE
STATE OF GEORGIA

IN THE MATTER OF:

FIRST GENERAL INSURANCE
COMPANY

CASE NO.

CONSENT ORDER

WHEREAS, the Commissioner of Insurance of the State of Georgia caused an examination to be made into the records and activities of First General Insurance Company, a Georgia domestic company (hereinafter referred to as "Respondent");

WHEREAS, the examination culminated in a Report as of December 31, 1989, (hereinafter referred to as the "Report"); and

WHEREAS, in the interest of resolving all issues with respect to the Examination completed as of December 31, 1989, and concluding this matter without the necessity of a hearing, the Company, after being fully informed of its rights, desires to waive any and all rights to a hearing on the Examination or on any Order emanating from the Examination, and voluntarily enters into the Consent Order in which the Commissioner finds and the Respondent agrees to the following:

FINDINGS OF FACT

1.

Respondent is domiciled in the State of Georgia and the Company By-Laws indicate that the home office is in Atlanta, Fulton County, Georgia.

2.

Respondent currently holds, and has held since 1949, a Certificate of Authority to transact the business of insurance in the State of Georgia.

3.

Respondent is a wholly owned subsidiary of Metropolitan Property and Casualty Insurance Company.

4.

The principal place of business and the complete records of the assets, transactions and affairs of Respondent are located in Warwick, Rhode Island, the home office of its parent company.

5.

Respondent has filed with the Georgia Insurance Department an Application for Amendment of Charter of First General Insurance Company and an Application for Amendment of By-Laws of First General Insurance Company by which amendments Respondent seeks to redomesticate to the State of Rhode Island.

6.

Respondent currently provides no insurance coverage to any risks located in the State of Georgia.

Based on the above Findings of Fact and the reasonable inferences drawn therefrom, the Commissioner of Insurance of the State of Georgia reaches and the Respondent agrees to the following:

CONCLUSIONS OF LAW

1.

Respondent is not in compliance with the provisions of O.C.G.A. §33-14-13(a) in that its principal place of business and complete records of its assets, transactions and affairs are not maintained in the State of Georgia.

2.

Respondent has complied with the provisions of O.C.G.A. §33-3-29(b) regarding redomestication.

WHEREFORE, by the authority vested in me as the Commissioner of Insurance of the State of Georgia, and by the consent of the Respondent, by and through its counsel, IT IS HEREBY ORDERED as follows:

A.

Based on the Findings of Fact and the Conclusions of Law, Respondent shall pay an administrative assessment of Ten Thousand Dollars (\$10,000.00).

B.


Pursuant to O.C.G.A. §33-3-29, the redomestication of Respondent to Warwick, Rhode Island is hereby approved effective January 1, 1993.

C.

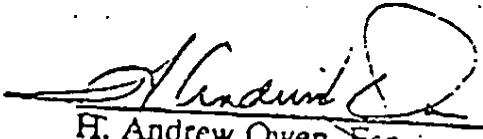
Pursuant to O.C.G.A. §33-2-14(c), the Report as of December 31, 1989, shall be published as of the date of this Order.

This Order shall take effect upon the Consent of the Respondent and the Commissioner of Insurance of the State of Georgia as evidenced by the appropriate signatures hereon and all assessments due hereunder shall be remitted at the time of consent by Respondent.

SO ORDERED this the 30th day of November, 1992.


TIM RYLES, COMMISSIONER OF INSURANCE
OF THE STATE OF GEORGIA

Consented to by:


H. Andrew Owen, Esq.
Attorney for Respondent
First General Insurance Company