

Reviewed and Approved By:

Jack Broccoli
Department of Business Regulation

152185

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

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CORPORATIONS DIV
STATE

BUSINESS CORPORATION

**Amended, Restated, and Converted
Articles of Incorporation**

of

PAWTUCKET MUTUAL INSURANCE COMPANY

FILED

DEC 07 2005
By ME84053

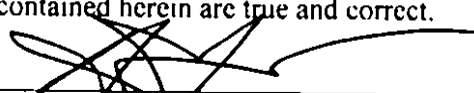
By order of the Rhode Island Superior Court dated September 22, 2005, and not pursuant to Chapter 27-1-40 of the General Laws, 1956, as amended, Pawtucket Mutual Insurance Company (the "Company"), a Rhode Island corporation and mutual insurance company organized by Act of the Rhode Island General Assembly of 1848 (the "Charter"), as amended, hereby further amends, restates and converts its Charter to the capital stock form of organization, to read in full as set forth hereafter, and such amended, restated, and converted Charter amends, restates, and converts the corporation's Charter and all amendments thereto:

1. The name of the corporation is hereby changed to and shall hereinafter be Pawtucket Insurance Company.
2. There being no shares issued as of this date, the Rehabilitator, acting as the Board of Directors of the corporation, on December 7, 2005, pursuant to the Order of the Rhode Island Superior Court, Justice Silverstein, dated August 25, 2005, in the manner prescribed by Chapter 7-1.2-903 of the General Laws, 1956, as amended, adopted the following amendments to the Articles of Incorporation:
 - a. The total number of shares which the corporation shall have authority to issue is 1,000,000 shares of common stock, par value \$1.00 per share.
 - b. The specific purpose or purposes for which the corporation is organized are:
 1. to transact any and all lines of insurance business other than life, annuities, mortgage guaranty and financial guarantee, such lines to include without limitation health, accident; sickness, disability; malpractice; congenital defects; liability, including but not limited to liability for personal injury and death; workers' compensation and employer's liability; casualty; property; product liability; business interruption; loss of profits; rent; asbestos

- abatement; vehicle and aircraft; burglary and theft; glass; boiler and machinery; fire; leakage and fire extinguishing equipment; elevator, escalator and dumbwaiter; livestock; marine and transportation insurance, including but not limited to, marine protection and indemnity insurance; credit; surety insurance, including but not limited to fidelity insurance, contractual performance insurance, bank, bankers, brokers, financial or moneyed corporations or associations, indemnification insurance; entertainment; and any and all substantially similar or other kinds of insurance;
2. 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, as they ~~may be amended from time to time, or otherwise to the extent permitted by law;~~
 3. 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
 4. to transact any and all other business which a corporation may engage in pursuant to the Rhode Island Business Corporation Act, as amended from time to time.
- c. No director of the Corporation shall be liable to the Corporation or to its stockholders for monetary damages for breach of the director's duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director: (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) the liability imposed pursuant to the provisions of R.I.G.L. Sec. 7-1.2-811 (as in effect or as hereafter amended); or (iv) for any transaction from which the director derived an improper personal benefit unless said transaction is permitted by R.I.G.L. Sec. 7-1.2-807 (as in effect or as hereafter amended). If the Rhode Island General laws are amended after the adoption of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island General Laws, as so amended. Neither the amendment nor repeal of this Article nor the adopting of any provision of these Articles of Incorporation inconsistent with this Article shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would occur or arise, prior to such amendment, repeal or adoption of an inconsistent provision.
3. As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.
 4. These Amended, Restated, and Converted Articles shall be effective upon filing.

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Under penalty of perjury, I declare and affirm that I have examined these Amended, Restated, and Converted Articles of Incorporation, including any accompanying attachments, and that all statement contained herein are true and correct.



A. Michael Marques
Rehabilitator
Pawtucket Mutual
Insurance Company

Dated: December 7, 2005