

The St Paul

841134

Sent via OVERNIGHT Express

St. Paul Fire and Marine Insurance Company
385 Washington Street
St. Paul, Minnesota 55102-1396
651.310.7911

October 26, 2000

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-10/27/00--01087--004
*****35.00 *****35.00

To Whom It May Concern:

St. Paul Risk Services, Inc. wishes to change its corporate name to:

Octagon Risk Services, Inc.

Enclosed please find a check in the amount of \$35.00 in payment of the applicable fee. Also, per your Office's requirements, the following documents are enclosed:

- Application to file Amendment
- Minnesota certified copy of amendment of Articles of Incorporation

Also, enclosed please find a postage-paid mailing label for sending me the revised certificate.

Your assistance is greatly appreciated. If you have any questions or find that I may provide you with anything further, please call me at 1 (800) 328-2189, ext. 8026.

Sincerely,

Cheryl Urbaniak
Cheryl Urbaniak
Sr. Licensing Analyst
Legal Services
(651) 310-8026
Toll Free: 1-800-328-2189 ext. 8026
Internet: Cheryl.Urbaniak@StPaul.com
CU/sp

Enclosures

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

00 OCT 27 PM 1:11

FILED

NC
11-6-00
BTS

Members of
The St. Paul Companies:
St. Paul Fire and Marine Insurance Company
St. Paul Mercury Insurance Company
St. Paul Guardian Insurance Company
The St. Paul Insurance Company
The St. Paul Insurance Company of Illinois
St. Paul Property and Casualty Insurance Company
St. Paul Fire and Casualty Insurance Company
Athena Assurance Company
St. Paul Indemnity Insurance Company
St. Paul Medical Liability Insurance Company
St. Paul Insurance Company of North Dakota
Economy Fire & Casualty Company
Economy Preferred Insurance Company
Economy Premier Assurance Company
United States Fidelity and Guaranty Company
Fidelity and Guaranty Insurance Underwriters, Inc.
Fidelity and Guaranty Insurance Company
USF&G Business Insurance Company
USF&G Family Insurance Company

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. St. Paul Risk Services, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Minnesota Incorporated under laws of _____
3. 7/26/78 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? 7/3/00
5. Octagon Risk Services, Inc.
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.

New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Sandra Ulsaker Wiese
Signature

October 26, 2000
Date

Sandra Ulsaker Wiese
Typed or printed name

Title
Corporate Secretary

Sandra Ulsaker Wiese

FILED
00 OCT 27 PM 1:11
TALLAHASSEE, FLORIDA

21 0607



To All To Whom These Presents Shall Come, Greeting:

Whereas, Articles of Incorporation, duly signed and acknowledged under oath, have been filed for record in the office of the Secretary of State, on the 9th day of October, A. D. 1973 for the incorporation of

Worldwide Credit Corporation

under and in accordance with the provisions of the Minnesota Business Corporation Act, Minnesota Statutes, Chapter 301,

Now, Therefore, I, Arlen I. Erdahl, Secretary of State of the State of Minnesota, by virtue of the powers and duties vested in me by law, do hereby certify that the said

Worldwide Credit Corporation

is a legally organized Corporation under the laws of this State.

Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this ninth day of October in the year of our Lord one thousand nine hundred and seventy-three

Arlen I. Erdahl
Secretary of State.

ARTICLES OF INCORPORATION OF
WORLDWIDE CREDIT CORPORATION, INC.

The undersigned, a natural person of full age, for the purpose of forming a corporation under and pursuant to the provisions of the Minnesota Business Corporation Act, as amended, does hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be Worldwide Credit Corporation, INC.

ARTICLE II.

This corporation is organized for and shall have general business purposes.

This corporation shall have without limitation all the powers granted to or available to business corporations under the laws of the State of Minnesota. The purposes and powers of this corporation shall not be deemed limited or restricted in any manner, but shall be to engage in any business lawful for a corporation having general business purposes under the Minnesota Business Corporation Act.

ARTICLE III.

The location and post office address of the registered office of this corporation in the State of Minnesota is 385 Washington Street, St. Paul, Minnesota 55102.

ARTICLE IV.

The existence of this corporation shall commence upon issuance of the Certificate of Incorporation by the Secretary of State of Minnesota, and its duration shall be perpetual.

ARTICLE V.

(a) The capital stock of this corporation shall consist

0-41, 33

of 25,000 shares of common stock. Each share of common stock shall have a par value of one dollar (\$1.00).

(b) The holder of each share of common stock shall be entitled to one vote for each share of common stock held by him. There shall be no cumulative voting.

(c) The shareholder shall have no pre-emptive right to subscribe for or purchase additional shares of this corporation.

(d) The authorized capital stock of this corporation shall be issued in the manner, at such times, in such amounts, and for such considerations, in money or property or both, as the Board of Directors may, from time to time determine.

(e) The presence, in person or by proxy, of the holders of a majority of the shares entitled to vote at any meeting of the shareholders shall constitute a quorum for the transaction of any business unless the By-Laws or the provisions of the Minnesota Business Corporation Act specify otherwise.

ARTICLE VI.

The amount of stated capital with which this corporation shall begin business shall be in the sum of \$1,000.00.

ARTICLE VII.

(a) The management of this corporation shall be vested in a Board of Directors of not less than three (3) or more than fifteen (15) in number. The number, qualifications, terms of office, manner of elections, time and place of meetings, and powers and duties of directors shall be fixed by the By-Laws of this corporation. The first Board of Directors of the corporation, who shall hold office until their respective successors are duly elected and qualified shall consist of:

H. J. Badenhop	385 Washington Street St. Paul, Minnesota 55102
W. E. Barsness	385 Washington Street St. Paul, Minnesota 55102
R. S. Davis	385 Washington Street St. Paul, Minnesota 55102
C. B. Drake, Jr.	385 Washington Street St. Paul, Minnesota 55102

0-41, 34

I. J. Fertig

385 Washington Street
St Paul, Minnesota 55102

R. M. Hubbs

385 Washington Street
St. Paul, Minnesota 55102

(b) The Board of Directors shall have the authority to make and alter By-Laws, subject to the power of the shareholders to change or repeal such By-Laws, and subject to the limitations imposed by the Minnesota Business Corporation Act.

ARTICLE VIII.

The name and post office address of the incorporator forming this corporation is:

William J. Hay

385 Washington Street
St. Paul, Minnesota 55102

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 5th day of October, 1973.



William J. Hay

0-41, 35

INDIVIDUAL ACKNOWLEDGMENT

STATE OF MINNESOTA)
) ss
COUNTY OF RAMSEY)

On this, the 5th day of October, 1973, before me, the undersigned officer, personally appeared William J. Hay, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that the same was executed for the purpose therein contained.

IN WITNESS WHEREOF, I have hereto set my hand and official seal.

Rosemary Martagon
Notary Public
My Commission Expires *4-09-79*

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in this office on the 9 day of Oct. A. D. 1973 at 8 o'clock A. M., and was duly recorded in Book 0-41 of Incorporations, on page 32
Arlen J. Erdahl
Secretary of State

ROSEMARY MARTAGON
Notary Public, Ramsey County, Minn.
MY COMMISSION EXPIRES
April 9, 1979

APPRO & FILED
INDEXED
INS FILED
DEK CHECKED

27-667

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WORLDWIDE CREDIT CORPORATION

J-49, 540

The undersigned, the duly elected and acting President and Secretary of Worldwide Credit Corporation, hereby certify that by means of a writing signed by the holders of all of the issued and outstanding stock of Worldwide Credit Corporation effective July 16, 1976, pursuant to the provisions of Minnesota Statutes Section 301.26, subd. 11, the following resolution was duly adopted:

"RESOLVED, that Article I of the Articles of Incorporation of Worldwide Credit Corporation be, and it hereby is, amended to read as follows:

ARTICLE I

The name of this corporation shall be St. Paul Services, Inc."

IN WITNESS WHEREOF, the undersigned have signed and acknowledged these Articles of Amendment this 27 day of July, 1976.

R. L. Gunderson
R. L. Gunderson, President
George M. Hof
George M. Hof, Secretary

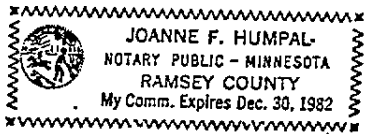
STATE OF MINNESOTA

COUNTY OF RAMSEY

The foregoing instrument was acknowledged before me this 27 day of July, 1976, by R. L. Gunderson and George M. Hof the President and Secretary of Worldwide Credit Corporation, a Minnesota corporation, on behalf of the corporation

Joanne F. Humpal
Notary Public, Ramsey County, Minnesota

My Commission Expires 12-30-82



J-45,541

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within
document was filed for record
on the 29 day of July
A. D. 1926, at 8 o'clock P.M.
and was duly recorded in Book J-45
of Incorporations, on page 540
James Andrew Brane
Secretary of State

2I-607

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ST. PAUL SERVICES, INC.

P-48, 3

The undersigned, the duly elected and acting Vice President and Secretary of St. Paul Services, Inc., hereby certify that by means of a writing signed by the holders of all of the issued and outstanding stock of St. Paul Services, Inc., effective May 15, 1978, pursuant to the provisions of Minnesota Statutes Section 301.26, subd. 11, the following resolution was duly adopted:

"RESOLVED, that Article I of the Articles of Incorporation of St. Paul Services, Inc. be, and it hereby is, amended to read as follows:

ARTICLE I

The name of this corporation shall be St. Paul Risk Services, Inc."

IN WITNESS WHEREOF, the undersigned have signed and acknowledged these Articles of Amendment this fifth day of June, 1978.

E. Warren Bessler
E. Warren Bessler, Vice President

Lloyd Shervheim
Lloyd Shervheim, Secretary

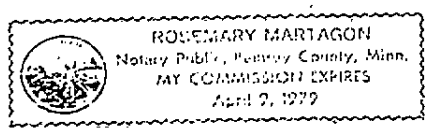
STATE OF MINNESOTA

COUNTY OF RAMSEY

The foregoing instrument was acknowledged before me this fifth day of June, 1978, by the Vice President and Secretary of St. Paul Services, Inc., a Minnesota corporation, on behalf of the corporation.

Rosemary Martagon
Notary Public, Ramsey County, Minnesota

My commission expires April 9, 1979



16374

P-48, 4

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within
instrument was filed for record in this
office on the 13 day of June
A. D. 19 28, at 8 o'clock A.M.,
and was duly recorded in Book P-48
of Incorporations, on page 3

Joan Anderson Heave
Secretary of State

22-607

V-57, 581

ST. PAUL RISK SERVICES, INC.
SHAREHOLDER
ACTION IN WRITING

The undersigned, being the sole shareholder of St. Paul Risk Services, Inc., a Minnesota corporation, does by this written shareholder's action, executed pursuant to this corporation's bylaws, hereby adopt the following resolutions:

RESOLVED, that, pursuant to Section 302A.021, Minnesota Statutes, the undersigned, being the sole shareholder of this corporation, hereby elects, effective July 20, 1982, that this corporation shall come under and henceforth be a corporation governed by Chapter 302A, Minnesota Statutes; and

RESOLVED FURTHER, that the officers of this corporation are hereby directed to file the certified copy of the foregoing resolution with the Secretary of State of Minnesota.

IN WITNESS WHEREOF, the undersigned has caused this written action to be executed by its President and Corporate Secretary as of the 20th day of July, 1982.

ST. PAUL FIRE AND MARINE INSURANCE COMPANY

By [Signature]
Robert J. Haugh, President

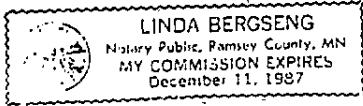
By [Signature]
Juanita B. Luis, Corporate Secretary

Secretary

STATE OF MINNESOTA
COUNTY OF RAMSEY

The foregoing document was acknowledged before me, a Notary Public, on the 20th day of July, 1982, by Robert J. Haugh and Juanita B. Luis, to me known to be respectively the President and Corporate Secretary of St. Paul Fire and Marine Insurance Company organized under the laws of the State of Minnesota.

[Signature]
Notary Public



V-57, 582

82 11 4330 August
V-57
581

~~SS~~

2-I-607



MINNESOTA SECRETARY OF STATE

AMENDMENT OF ARTICLES OF INCORPORATION

READ INSTRUCTIONS LISTED BELOW, BEFORE COMPLETING THIS FORM.

- 1. Type or print in black ink.
- 2. There is a \$35.00 fee payable to the Secretary of State for filing this "Amendment of Articles of Incorporation".
- 3. Return Completed Amendment Form and Fee to the address listed on the bottom of the form.

CORPORATE NAME: (List the name of the company prior to any desired name change)

St. Paul Risk Services, Inc.

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

Date Filed _____

The following amendment(s) to articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional numbered pages. (Total number of pages including this form 1.)

ARTICLE I

The name of this Corporation shall be Octagon Risk Services, Inc.

STATE OF MINNESOTA
FILED -

JUL 03 2000

Mary Hoffmeyer

Secretary of State *M*

This amendment has been approved pursuant to Minnesota Statutes chapter 302A or 317A. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

Bruce A. Backberg

(Signature of Authorized Person)

Bruce A. Backberg, Senior Vice President

Name and telephone number of contact person: Irma Kamperschroer (651) 310-8180

Please print legibly

All of the information on this form is public and required in order to process this filing. Failure to provide the requested information will prevent the Office from approving or further processing this filing.

If you have any questions please contact the Secretary of State's office at (651)296-2803.

RETURN TO: Secretary of State
180 State Office Bldg., 100 Constitution Ave.
St. Paul, MN 55155-1299, (651)296-2803

059568

AR 7/11/00

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that this is a
true and correct copy of the
document as read for record in
my office.

WITNESSED

8/14/00

Secretary of State

[Signature]
Secretary of State