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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Signet Star Reinsurance Company 8-9-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State - Delaware Other

Additional name(s) of conveying party(ies) attached? Yes No

- Nature of conveyance: Assignment Merger Security Agreement Change of Name Other

Execution Date: October 18, 2000

2. Name and address of receiving party(ies) Name: Berkley Insurance Company

Internal Address:

Street Address: 100 Campus Drive 07932- City: Florham Park State: N.J. Zip: 20853

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,993,856 2,001,776

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kim Walker

Internal Address: Willkie Farr & Gallagher

Street Address: 787 Seventh Avenue

City: New York State: N.Y. Zip: 10019-6099

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65

- Enclosed Authorized to be charged to deposit account

8. Deposit account number: 23-2405

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Kim Walker Name of Person Signing

Signature

Date 8/9/02

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

08/14/2002 DBYRNE 00000049 232405 1993856 01 FC:481 40.00 CH 02 FC:482 25.00 CH

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SIGNET STAR REINSURANCE COMPANY**

Signet Star Reinsurance Company, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The name of the Corporation is Signet Star Reinsurance Company.
2. The Corporation was originally incorporated in the State of Nebraska as Signet Reinsurance Company. The Corporation's original Articles of Incorporation were filed with the Nebraska Secretary of State on December 18, 1975. A number of amendments were thereafter made to the said Articles of Incorporation by means of various Articles of Amendment, all which were also filed in Nebraska.
3. The Corporation was domesticated from the State of Nebraska to the State of Delaware as of March 24, 1995, effective March 31, 1995, pursuant to Section 4946 of the Delaware Insurance Code (18 Del. C. Section 4946) and all other applicable provisions of the Delaware and Nebraska law and a Certificate of Incorporation incorporating all of the provisions of the prior Nebraska Articles of Incorporation, as amended, was filed as the Delaware Certificate of Incorporation of the Corporation to implement its domestication to Delaware. An Amended and Restated Certificate of Incorporation filed March 24, 1995, effective March 31, 1995, was filed by the Corporation to eliminate unnecessary provisions in that Certificate of Incorporation and to increase the authorized capital stock of the Corporation to 600,000 shares from 265,000 shares. An Amended and Restated Certificate of Incorporation filed November 20, 1995, effective December 18, 1995, was filed by the Corporation to change its name to Signet Star Reinsurance Company.
4. This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Sections 228, 242, and 245 of the General Corporation Law of the State of Delaware by unanimous written consent of the holders of all outstanding shares of capital stock entitled to vote thereon.
5. This Amended and Restated Certificate of Incorporation amends and restates the Certificate of Incorporation of the Corporation, as amended to (a) change the name of the Corporation to "Berkley Insurance Company" and (b) restate the text of the Certificate of Incorporation, as further amended by this certificate, to read in full as follows:

1. The name of the corporation (the "Corporation") is:

Berkley Insurance Company

2. The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To transact the business of insurance, including but not limited to property insurance, casualty insurance, marine and transportation insurance and surety insurance and to engage in reinsurance with respect thereto; and to engage in any business activity reasonably and necessarily incidental thereto and in any other lawful act or activity permitted under the laws of the State of Delaware.

4. (a) The total number of shares of capital stock which the corporation shall have authority to issue is 600,000, consisting of 500,000 shares of common stock having a par value of \$10.00 per share and 100,000 shares of preferred stock having a par value of \$10.00 per share. Each share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, except that in elections for Directors, common shareholders shall have the right to exercise cumulative voting privileges.

(b) Shareholders shall not have preemptive rights.

(c) Shares, when issued, shall be fully paid and non-assessable and the private property of shareholders shall not be subject to the payment of corporate debts.

(d) The Preferred Stock shall be issued in one or more series. The Board of Directors is hereby expressly authorized to issue the shares of preferred stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the designation, relative rights, preferences and limitations of all shares of such series. The authority of the Board of Directors with respect to each series shall include, without limitation thereto, the determination of any or all of the following and the shares of each series may vary from the shares of any other series in the following respects:

(i) The number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series;

(ii) The annual dividend rate on the shares of that series and whether such dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate;

(iii) The redemption price or prices for the particular series, if redeemable, and the terms and conditions of such redemption;

(iv) The preferences, if any, of shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation;

(v) The voting rights, if any, in addition to the voting rights prescribed by law and the terms of exercise of such voting rights;

(vi) The right, if any, of shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and

(vii) Any other relative rights, preferences and limitations of that series.

5. The Corporation is to have perpetual existence.

6. In furtherance and not in limitation of the powers conferred by statute, a majority of the entire Board of Directors is expressly authorized to make, alter or repeal the by-laws of the Corporation.

7. The number of Directors constituting the entire Board of Directors shall be as set forth in the by-laws of the Corporation. Election of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the Corporation.

8. (a) The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Delaware any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against

expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(b) Expenses (including attorneys' fees) incurred in defending any civil, criminal, administrative or investigative action, suit or proceeding shall (in the case of any action, suit or proceeding against a director of the Corporation) or may (in the case of any action, suit or proceeding against a director or officer) be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article.

(c) The indemnification and other rights set forth in this paragraph shall not be exclusive of any provisions with respect thereto in the by-laws or any other contract or agreement between the Corporation and any officer, director, employee or agent of the Corporation.

(d) Neither the amendment nor repeal of this paragraph 8, subparagraph (a), (b) or (c), nor the adoption of any provision of this Certificate of Incorporation inconsistent with paragraph 8, subparagraph (a), (b) or (c), shall eliminate or reduce the effect of this paragraph 8, subparagraphs (a), (b) and (c), in respect of any matter occurring prior to such amendment, repeal or adoption of an inconsistent provision or in respect of any cause of action, suit or claim relating to any such matter which would have given rise to a right of indemnification or right to receive expenses pursuant to this paragraph 8, subparagraph (a), (b) or (c), if such provision had not been so amended or repealed or if a provision inconsistent therewith had not been so adopted.

(e) No director shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director (a) shall be liable under Section 174 of the General Corporation law of the State of Delaware or any amendment thereto or successor provision thereto, or (b) shall be liable by reason that, in addition to any and all other requirements for liability, he:

(i) shall have breached his duty of loyalty to the Corporation or its stockholders;

(ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith;

(iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation of law; or

(iv) shall have derived an improper personal benefit.

If the General Corporation Law of the State of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

9. The Board of Directors may permit the Corporation's policyholders from time to time to participate in the profits of the Corporation's operations through the payment of dividends, or through such other means as may be authorized or permitted by the laws of the State of Delaware.


10. The effective date of this certificate is December 31, 2000.

IN WITNESS WHEREOF, the Corporation has caused this amended and Restated Certificate of Incorporation to be executed on its behalf by Edward D. Norris, its President and Chief Executive Officer, and attested by Michael E. Lombardozzi, its Senior Vice President, on this 18th day of October, 2000.



Edward D. Norris
President
and Chief Executive Officer

Attest:



Michael E. Lombardozzi
Senior Vice President,
Secretary and General Counsel

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