

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
SSIG Inc.		11/03/2009	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	ProSight Specialty Insurance Holdings, Inc.
Street Address:	3843 Brickway Boulevard
Internal Address:	Suite 220
City:	Santa Rosa
State/Country:	CALIFORNIA
Postal Code:	95403-9060
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Serial Number:	77874144	PROSIGHT INSURANCE SERVICES
Serial Number:	77874147	PROSIGHT INSURANCE GROUP
Serial Number:	77874148	PROSIGHT GLOBAL
Serial Number:	77874150	PROSIGHT SPECIALTY
Serial Number:	77927537	

**CORRESPONDENCE DATA**

Fax Number: (212)259-6333  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2122598318  
 Email: ptodocket@dl.com  
 Correspondent Name: Monique L. Ribando  
 Address Line 1: 1301 Avenue of the Americas  
 Address Line 2: Dewey & LeBoeuf LLP  
 Address Line 4: New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	101700.1
NAME OF SUBMITTER:	Monique L. Ribando
Signature:	/Monique L. Ribando/
Date:	02/05/2010
Total Attachments: 5 source=Articles of Incorporation#page1.tif source=Articles of Incorporation#page2.tif source=Articles of Incorporation#page3.tif source=Articles of Incorporation#page4.tif source=Articles of Incorporation#page5.tif	

# Delaware

PAGE 1

*The First State*


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "SSIG INC.", CHANGING ITS NAME FROM "SSIG INC." TO "PROSIGHT SPECIALTY INSURANCE HOLDINGS, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 2009, AT 1:17 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4748782 8100

091040213



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7658031

DATE: 11-23-09

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004144 FRAME: 0880

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
SSIG INC.

SSIG Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

First: The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 2, 2009.

Second: This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation law of the State of Delaware.

Third: This Amended and Restated Certificate of Incorporation amends, restates and integrates the provisions of the Corporation's original Certificate of Incorporation.

Fourth: The text of the Corporation's Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

FIRST: The name of the Corporation is ProSight Specialty Insurance Holdings, Inc.

SECOND: The Corporation's registered office in the State of Delaware is at Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business of the Corporation and its purpose is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000. All such shares are to be common stock, par value of \$.01 per share, and are to be of one class.

FIFTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for the purpose of creating, defining, limiting and regulating the powers of the Corporation and its directors and stockholders:

(a) The number of directors of the Corporation shall be fixed and may be altered from time to time in the manner provided in the by-laws of the Corporation (the "*By-Laws*"), and vacancies in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled, and directors may be removed, as provided in the By-Laws.

(b) Unless and except to the extent that the By-Laws shall so require, the election of directors may be conducted in any manner approved by the stockholders at the time when the election is held and need not be by written ballot.

(c) All corporate powers and authority of the Corporation (except as at the time otherwise provided by law, by this Certificate of Incorporation or by the By-Laws) shall be vested in and exercised by the Board of Directors.

SIXTH: To the fullest extent permitted by the DGCL as it now exists or as it may hereafter be amended, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as a director, *provided* that nothing contained in this Article shall 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 the law, (iii) under Section 174 of the DGCL or (iv) for any transaction from which the director derived any improper personal benefit. If the DGCL is amended, after approval by the stockholders of this Article, 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 DGCL as so amended. Any amendment, modification or repeal of this Article, or the adoption of any provision in this Certificate of Incorporation inconsistent with this Article by the stockholders of the Corporation, shall not adversely affect any right or protection of a director of the Corporation hereunder with respect to any act or omission occurring prior to such amendment, modification, repeal or adoption.

SEVENTH: The Corporation shall indemnify its directors, and shall provide for advancement of the expenses of such persons, to the fullest extent provided by Section 145 of the DGCL. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of the Corporation (and any other persons to which State law permits the Corporation to provide indemnification) through By-Law provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL, subject only to limits created by applicable law (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its stockholders and others. Any amendment, modification or repeal of this Article, or the adoption of any provision

in this Certificate of Incorporation inconsistent with this Article by the stockholders of the Corporation, shall not adversely affect any right or protection of a director of the Corporation or any other person entitled to indemnification hereunder with respect to any act or omission occurring prior to such amendment, modification, repeal or adoption.

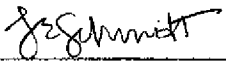
EIGHTH: The Board of Directors may from time to time adopt, amend, alter, supplement, rescind or repeal any or all of the By-Laws without any action on the part of the stockholders; *provided, however*, that the stockholders may adopt, amend or repeal any By-Law adopted by the Board of Directors, and no amendment or supplement to the By-Laws adopted by the Board of Directors shall vary or conflict with any amendment or supplement adopted by the stockholders.

NINTH: Pursuant to Section 122(17) of the DGCL, the Corporation hereby renounces any interest or expectancy of the Corporation or any subsidiary of the Corporation in, or in being offered an opportunity to participate in, any and all business opportunities that are presented to the holders of shares of the Corporation's capital stock that are private equity funds or venture capital funds or their affiliates (including, without limitation, any representative or affiliate of such holders serving on the Board of Directors or the board of directors or other governing body of any subsidiary of the Corporation (each a "*Board*") (collectively, the "*Investor Parties*"). Without limiting the foregoing renunciation, the Corporation on behalf of itself and its subsidiaries (a) acknowledges that the Investor Parties are in the business of making investments in, and have or may have investments in, other businesses similar to and that may compete with the businesses of the Corporation and its subsidiaries ("*Competing Businesses*") and (b) agrees that the Investor Parties shall have the unfettered right to make investments in or have relationships with other Competing Businesses independent of their investments in the Corporation. By virtue of an Investor Party holding capital stock of the Corporation or by having persons designated by or affiliated with such Investor Party serving on or observing at meetings of any Board or otherwise, no Investor Party shall have any obligation to the Corporation, any of its subsidiaries or any other holder of capital stock or securities of the Corporation to refrain from competing with the Corporation and any of its subsidiaries, making investments in or having relationships with Competing Businesses, or otherwise engaging in any commercial activity, and none of the Corporation, any of its subsidiaries or any other holder of capital stock or securities of the Corporation shall have any right with respect to any investment or activities undertaken by such Investor Party. Without limitation of the foregoing, each Investor Party may engage in or possess any interest in other business ventures of any nature or description, independently or with others, similar or dissimilar to the business of the Corporation or any of its subsidiaries, and none of the Corporation, any of its subsidiaries or any other holder of capital stock or securities of the Corporation shall have any rights or expectancy by virtue of such Investor Parties' relationships with the Corporation, or otherwise in and to such independent ventures or the income or profits derived therefrom; and the pursuit of any such ventures, even if such investment is in a Competing Business, shall not for any purpose be deemed wrongful or improper. No Investor Party shall be obligated to present any particular investment opportunity to the Corporation or its subsidiaries even

if such opportunity is of a character that, if presented to the Corporation or such subsidiary, could be taken by the Corporation or such subsidiary, and each Investor Party shall continue to have the right for its own respective account or to recommend to others any such particular investment opportunity.

TENTH: The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of any nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article.

The undersigned officer of the Corporation has executed this Amended and Restated Certificate of Incorporation on behalf of the Corporation on this 23 day of November, 2009.

  
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Name: Laurie Schmidt  
Title: Vice President