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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

Executive Risk, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Chubb Executive Risk Inc.

Internal Address:

Street Address: 82 Hopmeadow Street

City: Simsbury State: CT Zip: 06070

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: July 19, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,143,806

Additional number(s) attached Yes No

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

Name: William J. Heller, Esq.

Internal Address: McCarter & English, LLP

Four Gateway Center

Street Address: 100 Mulberry Street

City: Newark State: NJ Zip: 07102

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

502639

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9. Signature.

JOHN E. WISINGER Name of Person Signing

Signature

10/29/03 Date

Total number of pages including cover sheet, attachments, and documents

5

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

CH \$40.00 502639 2143806

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF**

EXECUTIVE RISK INC.

Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware

Executive Risk Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The present name of the Corporation is Executive Risk Inc. The Corporation was originally incorporated under the same name, and the original Certificate of Incorporation was filed, with the Secretary of State of the State of Delaware on August 17, 1993. The First Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 31, 1993. The Second Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 2, 1997.

2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Third Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Certificate of Incorporation of the Corporation.

3. The amendments and the restatement of the Certificate of Incorporation herein certified have been duly adopted by the sole stockholder of the Corporation in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

4. The text of the Certificate of Incorporation of the Corporation is hereby restated and amended pursuant to this Third Amended and Restated Certificate of Incorporation to read in its entirety as follows:

FIRST: The name of the corporation is **CHUBB EXECUTIVE RISK INC.** (hereinafter called the "Corporation").

(NY) 05050216/MISC99/mechboard.cert.incorp.vpd

SECOND: The address of the registered office and registered agent in this state is 1013 Centre Road, Wilmington, DE 19805, and the name of the registered agent at said address is The Prentice-Hall Corporation System, Inc., New Castle County.

THIRD: The purpose of the Corporation 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.

FOURTH: The authorized capital stock of the Corporation shall consist of 100 shares, par value \$1.00, of Common Stock.

FIFTH: The number which shall constitute the Board of Directors of the Corporation shall be no less than three and no more than eleven, as determined by the Board of Directors from time to time. The election of directors need not be by ballot unless the By-Laws so provide.

In any election of directors, no holder of Common Stock shall be entitled to cumulate the number of votes that such holder is entitled to cast for the election of directors with respect to such holder's Common Stock.

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and in furtherance and, except as specifically set forth in this Paragraph, not in limitation of the powers of the Corporation and of its directors and stockholders conferred by statute:

The Board of Directors shall have power without (except as provided by applicable law) the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profit; to fix the times for the declaration and payment of dividends; and to set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the Board of Directors is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware, this Certificate of Incorporation and the Corporation's By-Laws, as in effect from time to time.

(CV) 05050/216/MISC99/cccc.board-cert.incorp.wpd

IN WITNESS WHEREOF, we have signed this Third Amended and Restated Certificate of Incorporation and caused the corporate seal of the Corporation to be hereunto affixed this 19th day of July, 1999.

By: 
Stephen J. Sills
President and Chief

Executive Officer
Attested: 
James A. FitzPatrick, Jr.
Secretary