

LAW OFFICES

POLSINELLI, WHITE, VARDEMAN & SHALTON
A PROFESSIONAL CORPORATION

FACSIMILE NUMBER
(785) 233-1939

ONE AMVESTORS PLACE
555 KANSAS AVENUE, SUITE 301
TOPEKA, KANSAS 66603-3413
(785) 233-1446

OTHER OFFICES IN:
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
ST. LOUIS, MISSOURI
JEFFERSON CITY, MISSOURI

802939

September 29, 1999

700003004737--0
-10/04/99-01128--022
*****43.75 *****43.75

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Valley National Insurance Company in Kansas - Name Change
FL Company Code 802939


Dear Sir or Madam:

Our law firm represents Waterford Insurance Company, which recently changed its name from Valley National Insurance Company in Kansas, its state of Domicile. Enclosed please find a completed Application By Foreign Profit Corporation to File Amendment to Application For Authorization to Transact Business in Florida, a copy of Waterford's amended Articles of Incorporation certified by the Kansas Insurance Commissioner, a copy of the amended Articles of Incorporation and by-laws certified by the corporate secretary and a check for \$43.75 covering both the filing fee and a new Certificate of Status.

Please send the new Certificate of Status to the undersigned at the above address.

Sincerely,

POLSINELLI, WHITE, VARDEMAN & SHALTON


Jeffery S. Bottenberg

802939 OK
NU 10
JPX
*Check
10-4-99

FILED
99 OCT -4 PM 1:25
NOTED RECORDED

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. Valley National Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Kansas
Incorporated under laws of
3. June 1, 1942
Date authorized to do business in Florida

99 OCT -4 P
Page 1: 23












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? 7-16-1999

5. Waterford Insurance Company
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

Dennis Beaulieu
Signature

Dennis P. Beaulieu
Typed or printed name

9/21/99

Date _____

Vice President & Corporate Secretary
Title



STATE OF KANSAS

INSURANCE DEPARTMENT

Certificate

I, KATHLEEN SEBELIUS, Commissioner of Insurance of Kansas, do hereby certify that the following
and hereto attached is a true copy of

ARTICLES OF INCORPORATION

AND AMENDMENTS THERETO

OF

WATERFORD INSURANCE COMPANY

OF

TOPEKA, KANSAS

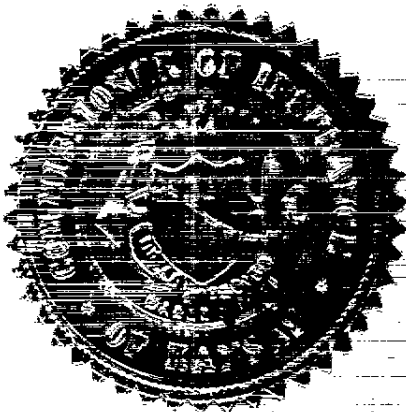
the original of which is now on file and a matter of record in this office.

In Witness Whereof, I, KATHLEEN SEBELIUS, Commissioner of Insurance of
Kansas, have hereto affixed by signature and the seal of the Commissioner
of Insurance, in the city of Topeka, Kansas, this 27th day of

September 19 99

Kathleen Sebelius
Commissioner of Insurance.

By _____
Assistant Commissioner.



Ron Thornburgh
Secretary of State



2nd Floor, State Capitol
300 S.W. 10th Ave.
Topeka, KS 66612-1594
(785) 296-4564

STATE OF KANSAS

July 15, 1999

WALK IN.

RE: WATERFORD INSURANCE COMPANY

ID #: 22-896-5

To The Corporation

A certified copy of the amendment that was recently filed in the Corporations Division of our office is enclosed.

Every corporation in Kansas is assigned an identification number. Use of this number in any correspondence with our office will give us immediate access to your file and enable us to offer you faster, more efficient service. Your corporation's identification number is at the top of this letter.

jb

State of Kansas/Domestic For Profit Form

Certificate of Amendment AP

Name of corporation: Valley National Insurance Company

We, Morgan W. Davis, President or Vice President,
and Dennis P. Béaulieu,

Secretary or Assistant Secretary, of the above named corporation,
a corporation organized and existing under the laws of the State
of Kansas, do hereby certify that at a meeting of the Board of
Directors of the corporation, the board adopted a resolution setting
forth the following amendment to the Articles of Incorporation
and declaring its advisability:

Do not write in this space.

Article First has been amended to read as follows:

APPROVED
& FILED

First: The name of the corporation is:

Waterford Insurance Company

JUL 16 1999

KATHLEEN SEBELIUS
COMM. of INSURANCE

FILED
SECRETARY OF STATE
KANSAS
'99 JUL 15 AM 11 10

We further certify that thereafter, pursuant to the resolution and in accordance with the
bylaws of the corporation and the laws of the State of Kansas, the Board of Directors called a
meeting of stockholders for consideration of the proposed amendment, and thereafter, pursuant to
notice and in accordance with the statutes of the State of Kansas, the stockholders convened and
considered the proposed amendment.

We further certify that at the meeting a majority of the stockholders entitled to vote voted in
favor of the proposed amendment.

We further certify that the amendment was duly adopted in accordance with the provisions
of K.S.A. 17-6602, as amended.

(over)

In Testimony Whereof, we have hereunto set our hands this 1th day
of July, 99
Year

Morgan W. Davis

President or Vice President

Dennis P. Beaulieu

Secretary or Assistant Secretary

APPROVED
& FILED

State of New Hampshire
County of Grafton

JUL 16 1999

KATHLEEN SEBELIUS
COMM. of INSURANCE

Be it remembered that before me, a Notary Public in and for the aforesaid county and state,
personally appeared Morgan Davis, President or Vice President,
and Dennis Beaulieu, Secretary or Assistant
Secretary, of the corporation named in this document, who are known to me to be the same persons
who executed the foregoing certificate and duly acknowledged its execution of the same this 16th
day of July, 1999.
Year

(Seal)

Jean C. Brown
Notary Public

My appointment or commission expires JEAN C. BROWN, Commissioner of Deeds
My Commission Expires March 6, 2001
Date Year

Kathleen Sebelius
Kathleen Sebelius
Commissioner of Insurance
Date: 7/15/1999

Please submit this document in duplicate,
with \$20 filing fee, to:
Ron Thornburgh
Secretary of State
300 SW 10th
2nd Floor, State Capitol
Topeka, KS 66612-1594
(785) 296-4564

APPROVED
& FILED

JUL 16 1999

KATHLEEN SEBELIUS
COMM. of INSURANCE

CERTIFICATE OF THE KANSAS SECRETARY OF STATE

Registration No. 228965

I hereby certify the above and foregoing to be true and
correct copy of the original filed with the Kansas Secretary
of State. Certified on this date: Jul 15, 1999

RON THORNBURGH, Secretary of State