



812231

JEFFERSON INSURANCE GROUP

MEMBER COMPANIES

JEFFERSON INSURANCE COMPANY OF NEW YORK • MONTICELLO INSURANCE COMPANY • JEFFCO MANAGEMENT COMPANY, INC.

VINCENT CELANO
SENIOR VICE PRESIDENT & SECRETARY

Via Overnight Mail
Florida Secretary of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/17/00--01099-001
*****35.00 *****35.00

March 15, 2000

FILED
00 MAR 17 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: **Jefferson Insurance Company - NAIC #11630**
Corporate Name Change

Dear Sir/Madam::

Our State of domicile, New York, has now approved both the name change as well as all the requisite corporate documents pursuant to the New York Business Corporation Law and placed same on file effective **March 15, 2000**. Per your request, enclosed please find the following documentation:

1. Two copies of the Certificate of Amendment of Jefferson's Corporate Charter as certified by the New York State Insurance Department;
2. Application by Foreign Profit Corporation to file Amendment to Application for Authorization to Transact Business in Florida; and
3. Check for \$35 to cover all filing fees.

I trust that the above meets with your instructions and await for your approval to this corporate name change effective March 15, 2000.

Please do not hesitate to call either John Bowden @ 201-420-3489 or myself @ 201-420-3476 or use our toll-free #800-326-7677 with any questions.

Sincerely,

Vincent Celano
Senior Vice President/Secretary

N/C

V. SHEPARD MAR 28 2000

Cc: John Bowden

V. SHEPARD MAR 28 2000



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)

FILED
00 MAR 17 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. JEFFERSON INSURANCE COMPANY OF NEW YORK
Name of corporation as it appears on the records of the Department of State.
2. NEW YORK
Incorporated under laws of
3. JANUARY 23, 1958
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? MARCH 15, 2000
5. JEFFERSON 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


Signature Vincent Celano

VINCENT CELANO
Typed or printed name

March 16, 2000
Date

SECRETARY
Title

Certificate of Amendment of the Charter of
Jefferson Insurance Company of New York
Under Section 805 of the Business Corporation Law

We, the undersigned, Claus Cardinal and Vincent G. Celano, being respectively the President & CEO and Secretary of the JEFFERSON INSURANCE COMPANY OF NEW YORK, do hereby certify:

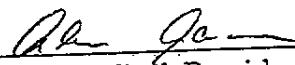
1. The name of the corporation is JEFFERSON INSURANCE COMPANY OF NEW YORK.
2. The Charter of Incorporation of said corporation was filed on March 20, 1950, in the office of the Superintendent of Insurance.
3. Article I of the corporation's Charter of Incorporation, relating to its corporate name, is amended to be effective March 15, 2000 to read:

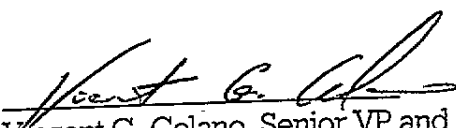
" Article I "

" The name of the corporation shall be JEFFERSON INSURANCE COMPANY".

4. The above and foregoing amendment to the Charter of Incorporation was authorized by the Board of Directors pursuant to a resolution dated October 27, 1999 and by consent of the holder of all shares of the corporation outstanding and entitled to vote thereon on October 27, 1999.

IN WITNESS WHEREOF we have made, subscribed and acknowledged this certificate this 28th day of JANUARY, 2000.

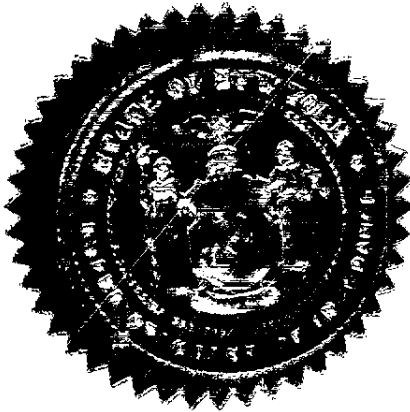

Claus Cardinal, President & CEO


Vincent G. Celano, Senior VP and
Secretary

SHORT CERTIFICATE

**STATE OF NEW YORK
INSURANCE DEPARTMENT**

It is hereby certified that the annexed copy of Certificate of Amendment of the Charter of JEFFERSON INSURANCE COMPANY OF NEW YORK, of New York, New York, to change the name of the corporation to JEFFERSON INSURANCE COMPANY, as approved by this Department February 1, 2000 pursuant to Section 1206 of the New York Insurance Law, to be effective March 15, 2000, has been compared with the original on file in this Department and that it is a correct transcript therefrom and of the whole of said original.

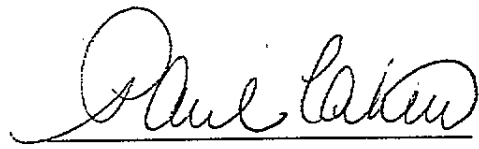


**In Witness Whereof, I have here-
unto set my hand and affixed
the official seal of this Department
at the City of Albany, this
8th of March, 2000.**

Frank M. D'Amico
Special Deputy Superintendent

STATE OF NEW JERSEY)
)
COUNTY OF HUDSON) ss.:

On the day of , 2000, before me personally
came VINCENT G. CELANO to me known, and known to me to be one of the
persons described in, and who executed, the foregoing certificate, and he duly
acknowledged to me that he executed the same.



Notary Public
An Attorney at Law
of the State of New Jersey

