

848713
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COUNSELLORS AT LAW

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October 4, 2001

VIA FEDERAL EXPRESS

Florida Department of State
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
01 OCT 18 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**RE: Seven Hills Insurance Company
Change of Name to Alea North America Insurance Company
NAIC Company No. 24899 – FEIN No. 06-1022232**

Dear Sir or Madam:

On behalf of Seven Hills Insurance Company (the "Company"), a New York domiciled property and casualty insurance company and a licensed insurer in the State of Florida, we hereby provide notice that the Company has changed its name to Alea North America Insurance Company, effective August 8, 2001.

Alea Holdings US Company ("Alea Holdings") acquired control of the Company, effective July 2, 2001. Alea Holdings is the U.S. holding company for the Alea Group (NAIC Group No. 1325), a global insurance and reinsurance franchise that will use the Company as its direct insurance company subsidiary in the U.S. The name of the Company has been changed in order to identify it as part of the Alea Group. Further details concerning the acquisition of the Company by Alea Holdings were provided to the Florida Department of Insurance in a letter sent by this firm to the Commissioner dated July 13, 2001.

Enclosed you will find a binder containing the necessary documents and information to effect the change of name in Florida. Also enclosed is a check in the amount of \$43.75 in payment of the associated filing fees of \$35.00 and \$8.75 for a certified copy of the amendment.


Please forward the amended foreign qualification to my attention as soon as it is available.

NC
10-19-01
PMS

Florida Department of State
October 4, 2001

If you should have any questions or require any additional information, please do not hesitate to contact me at the above-referenced telephone number.

Very truly yours,



Michael T. Griffin

Enclosures

cc: Mr. Robert C. Chilone (with enclosures)

EDWARDS & ANGELL, LLP

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0101 10/16/01

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October 16, 2001

VIA FEDERAL EXPRESS

Mr. Doug Spitler
Document Specialist
Florida Department of State
Amendment Section, Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**RE: Seven Hills Insurance Company
Change of Name to Alea North America Insurance Company
FEIN No. 06-1022232**

Dear Mr. Spitler:

In response to your letter of October 11, 2001 requesting additional information needed in order to effect a name change for Seven Hills Insurance Company (the "Company") to Alea North America Insurance Company, you will find a certified copy of the amended articles of incorporation from the New York Department of Insurance.

In a conversation with Louise Jackson in your section today, we confirmed that this document would be acceptable to the Florida Department of State in evidencing the State of New York's approval of the name change for the Company.

Please forward the amended foreign qualification to my attention as soon as it is available.

If you should have any questions or require any additional information, please do not hesitate to contact me at the above-referenced telephone number.

Very truly yours,



Michael T. Griffin

Enclosures

cc: Mr. Robert C. Chilone (with enclosures)



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 11, 2001

EDWARDS & ANGELL, LLP
ATTN: MICHAEL T. GRIFFIN
90 STATE HOUSE SQUARE
HARTFORD, CT 06103-3702

SUBJECT: SEVEN HILLS INSURANCE COMPANY
Ref. Number: 848713

We have received your document for SEVEN HILLS INSURANCE COMPANY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Doug Spitler
Document Specialist

Letter Number: 201A00056583

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. Seven Hills Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. New York 3. 04/02/81
Incorporated under laws of 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? August 8, 2001

5. Alea North America 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.

N/A
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
New Jurisdiction

Robert C. Chilone
Signature

August 14, 2001
Date

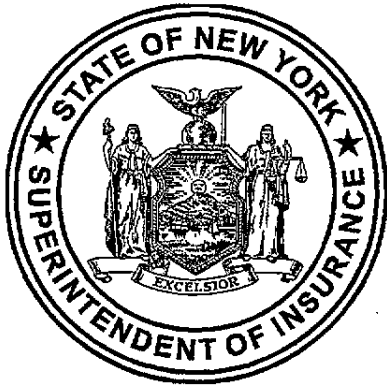
Robert C. Chilone
Typed or printed name

Vice President
Title

01 OCT 18 PM 3:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW YORK
INSURANCE DEPARTMENT

It is hereby certified that the annexed copy Certificate of Amendment of Certificate of Incorporation of Seven Hills Insurance Company, of New York, New York, to change the name to Alea North America Insurance Company, as approved by this Department August 8, 2001, 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
27th day of August, 2001.

Frank M. Dennis
Special Deputy Superintendent

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SEVEN HILLS INSURANCE COMPANY

Under Section 805 of the Business Corporation Law

The undersigned, being the Secretary of SEVEN HILLS INSURANCE COMPANY, does hereby certify and set forth:

(1) The name of the corporation is SEVEN HILLS INSURANCE COMPANY (formerly known as American Independent Reinsurance Company, formerly known as Metropolitan Fire Assurance Company).

(2) The Certificate of Incorporation of SEVEN HILLS INSURANCE COMPANY was filed with the Insurance Department on the 3rd day of November, 1932.

(3) The Certificate of Incorporation of SEVEN HILLS INSURANCE COMPANY is hereby amended to change the corporate name to "ALEA NORTH AMERICA INSURANCE COMPANY," pursuant to Section 801 of the Business Corporation Law and Section 1206 of the Insurance Law effective upon filing of this Certificate of Amendment with the appropriate authorities as required by law.

(4) To accomplish the amendment relating to the change in corporate name, the following amendment is made in the Certificate of Incorporation:

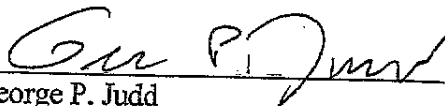
ARTICLE I of the Certificate of Incorporation, which sets forth the name of the Corporation, is hereby amended as follows:

"ARTICLE I

The name of this Corporation shall be "ALEA NORTH AMERICA INSURANCE COMPANY."

(5) This Certificate of Amendment to the Certificate of Incorporation of SEVEN HILLS INSURANCE COMPANY was authorized by unanimous written consent of the Board of Directors in lieu of a special meeting dated July 2, 2001, and by written consent in lieu of a meeting of the holders of all of the outstanding shares entitled to vote thereon pursuant to Section 615, dated July 2, 2001.

IN WITNESS WHEREOF, the undersigned has executed and subscribed to this Certificate of Amendment and does affirm the foregoing as true under penalties of perjury as of the 2nd day of July, 2001.


George P. Judd
Vice President & Secretary

(Corporate Seal)

CERTIFICATE OF COMPLIANCE - DOMESTIC

STATE OF NEW YORK
INSURANCE DEPARTMENT

It is hereby certified that

ALEA NORTH AMERICA INSURANCE COMPANY

of New York, New York

is duly organized under the laws of this state, and is authorized to issue policies and transact the business of accident and health, fire, miscellaneous property, water damage, burglary and theft, boiler and machinery, elevator, animal, collision, personal injury liability, property damage liability, workers' compensation and employers' liability, fidelity and surety, credit, motor vehicle and aircraft physical damage, marine and inland marine and marine protection and indemnity insurance, as specified in paragraph(s) 3, 4, 5, 6, 7, 9, 10, 11, 12, 13, 14, 15, 16, 17, 19, 20 and 21 of Section 1113(a) of the New York Insurance Law and also such workers' compensation insurance as may be incident to coverages contemplated under paragraphs 20 and 21 of Section 1113(a), including insurances described in the Longshoremen's and Harbor Workers' Compensation Act (Public Law No. 803, 69 Cong. as amended; 33 USC Section 901 et seq. as amended) with a paid up capital of THREE MILLION DOLLARS (\$3,000,000.00).

In Witness Whereof, I have hereunto set my hand and affixed the official seal of this Department at the City of Albany, New York, this

10th day of September, 2001

GREGORY V. SERIO

Superintendent of Insurance

BY

Frank W. D'Amico

Special Deputy Superintendent

