CAPITAL RE

F96000002001

VIA FEDEX

April 2, 1996

Florida Department of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

Attn: Qualification and Registration Section

Re: Capital Title Reinsurance Company Certificate of Status

Secretary of State:

800001758475
-04/03/96--01099--003
****131.25 ****131.25

On behalf of Capital Title Reinsurance Company (the "Company"), we hereby make application to the Secretary of State of the State of Florida for a cha.. to do business in Florida pursuant to Section 607.1503 of the Florida Statutes and request that a Certificate of Status from the Department be issued to the Company.

We hereby submit the following materials in support of the Company's application to register as a foreign corporation to transact business in Florida:

1. Original Application by Foreign Corporation for Authorization to Transact Business in Florida.

2. A Certified copy of a Certificate of Incorporation from the State of New York evidencing the corporate existence of the Company.

3. Check in the amount of $131.25 made payable to the Secretary of State of Florida representing the filing fee for the Application, the fee for Registered Agent Designation, the fee for a certified copy of the Florida charter and the fee for a Certificate of Status from the Department.

Please send the letter of acknowledgment and the original Certificate of Status to my attention at the above address via **FEDEX.** I have enclosed a slip with our account number for your convenience.

If you have any questions on the enclosed material or require additional documentation, please call me at (212) 974-0100. Thank you for your assistance in this matter.

Sincerely,

Lauren Philips
Legal Assistant

Enclosures

Capital Re Corporation
1325 Avenue of the Americas
New York, New York 10019
Telephone: 212 974 0100
Fax: 212 501 3260

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 23 PM 2:01

CAPITAL RE

VIA FEDEX

April 22, 1996

Mr. Doug Dickenson
Florida Department of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

Attn: Qualification and Registration Section

Re: Capital Title Reinsurance Company Certificate of Status

Dear Mr. Dickenson:

Pursuant to our telephone conversation on April 4th regarding Capital Title Reinsurance Company's Certificate of Status, enclosed please find an executed Application, along with a Certificate of Good Standing from the New York Department of State.

I appreciate you contacting me regarding this matter. If you have any questions on the enclosed material or require additional documentation, please call me at (212) 974-0100.

Thank you.

Sincerely,

Lauren Philips
Legal Assistant

Enclosures

Capital Re Corporation
1325 Avenue of the Americas
New York, New York 10019
Telephone: 212 974 0100
Fax: 212 581 3268

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Capital Title Reinsurance Company
(Name of corporation must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York
(State or country under the law of which it is incorporated)

3. 06-1434264
(FEI number, if applicable)

4. 10/12/95
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.155, F.S.)*

7. 1325 Avenue of the Americas, 18th Fl.
New York, NY 10019
(Current mailing address)

8. Title Reinsurance
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: Insurance Commissioner

Office Address: Capitol

Tallahassee, Florida, 32399-0300
(Zip Code)

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96 APR 23 PM 12:01
SECRETARY OF STATE
DIVISION OF CORPORATIONS

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Insurance Commissioner
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. **DIRECTORS (Street address only- P. O . Box NOT acceptable)**

Chairman: SEE ATTACHED SHEET

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B.OFFICERS (Street address only- P. O. Box NOT acceptable)

President: SEE ATTACHED SHEET

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Alan S. Roseman, Senior Vice President, General Counsel & Asst. Secretary
(Typed or printed name and capacity of person signing application)

CAPITAL TITLE REINSURANCE COMPANY

DIRECTORS*

Michael E. Satz, Chairman
David A. Buzen
Laurence C.D. Donnelly
Susan L. Hooker
Jerome J. Jurschak
Alan S. Roseman
Howard S. Yaruss

OFFICERS*

Michael E. Satz	President and Chief Executive Officer
Alan S. Roseman	Senior Vice President, General Counsel & Assistant Secretary
David A. Buzen	Senior Vice President and Chief Financial Officer
Laurence C. Donnelly	Senior Vice President
Richard W. Reese	Senior Vice President
Carmel Ann Caramagna	Vice President
Lisa Mumford	Vice President and Controller
William T. Tomljanovic	Vice President and Treasurer
Howard S. Yaruss	Vice President, Secretary and Assistant General Counsel

* The address for the above Officers and Directors is 1325 Avenue of the Americas, 18th Fl., New York, NY 10019

Certificate of Good Standing

STATE OF NEW YORK

INSURANCE DEPARTMENT

EDWARD J. MUHL
SUPERINTENDENT OF INSURANCE

It is hereby certified that

CAPITAL TITLE REINSURANCE COMPANY
of New York, New York

was incorporated under the laws of the State of New York on October 12, 1995, under the title of CAPITAL TITLE REINSURANCE COMPANY and was licensed to transact insurance business in the State of New York on March 6, 1996.

IT IS HEREBY FURTHER CERTIFIED that the aforesaid Company is duly authorized in the State of New York to transact the business of title insurance, as specified in paragraph 18 of Section 1113(a) of the New York Insurance Law and has been continuously licensed and remains in good standing to the date of this certificate.

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 17th day of April 1996.

EDWARD J. MUHL
Superintendent of Insurance

By Frank M. D'Amico
Special Deputy Superintendent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 23 PM 2:01