

QBE INSURANCE CORPORATION
(Formerly MELBOURNE REINSURANCE CORPORATION)

P05621

EXPRESS MAIL

April 17, 1997

Ms. Sandra B. Mortham
Secretary of State
State of Florida Department of State
Amendment Section Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-04/21/97--01153--001
*****96.25 *****96.25

RE: APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY
MELBOURNE REINSURANCE CORPORATION, NAME CHANGE

Dear Ms. Mortham:

In accordance with Florida statutory requirements, please find enclosed the following documents with regard to the above captioned:

1. Redomestication of amendment to articles - A copy of the Amendment to the Articles of Incorporation, certified by the insurance supervisory official of the state of Delaware effective January 10, 1997.
2. Copy of the Certificate of Authority certified by the insurance supervisory official of the State of Delaware.
3. Profit Corporation Form.

-1-



Member of the QBE Insurance Group

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ms. Sandra B. Mortham

-2-

April 17, 1997

4. Check No. 5637 for \$96.25 for Amendment Fees filed with Florida Secretary of State.

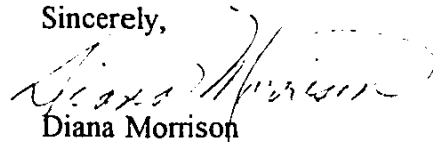
I trust the enclosures are in order.

I look forward to hearing from you with regard to approval of the new corporate name in the State of Florida.

If you have any questions, please do not hesitate to contact me at 212-225-7508.

Thank you for your assistance.

Sincerely,



Diana Morrison
Compliance Analyst &
Corporate Secretary

/dm

Enclosures

Tel: 212-225-7508
Fax: 212-225-7600

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. MELBOURNE REINSURANCE CORPORATION
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. _____
Date authorized to do business in Florida

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TALLAHASSEE, 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? January 10, 1997
5. QBE INSURANCE CORPORATION
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.
No Change
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
No Change
New Jurisdiction


Signature
Diana Morrison
Typed or printed name

4/17/97
Date
Corporate Secretary
Title

DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER



841 SILVER LAKE BLVD.
P.O. BOX 7007
DOVER, DELAWARE 19903-1507
(302) 739-4251
FACSIMILE (302) 739-5280

Department of Insurance

CERTIFIED AMENDED CERTIFICATE OF INCORPORATION

I, DONNA LEE H. WILLIAMS, Insurance Commissioner of the State of Delaware, do hereby certify that the attached Certificate of Amendment of Certificate of Incorporation, as filed with the Delaware Secretary of State on January 10, 1997 changing the name of MELBOURNE REINSURANCE CORPORATION to QBE INSURANCE CORPORATION, is a true and correct copy of the document on file with this Department.

IN WITNESS WHEREOF, I HAVE HEREUNTO
SET MY HAND AND AFFIXED THE OFFICIAL
SEAL OF THIS DEPARTMENT AT THE CITY
OF DOVER, THIS 31ST DAY OF MARCH,
1997.

Donna Lee H. Williams

DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MELBOURNE REINSURANCE CORPORATION", CHANGING ITS NAME FROM "MELBOURNE REINSURANCE CORPORATION" TO "QBE INSURANCE CORPORATION", FILED IN THIS OFFICE ON THE TENTH DAY OF JANUARY, A.D. 1997, AT 9 O'CLOCK A.M.





Edward J. Freel, Secretary of State

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971022706

AUTHENTICATION: 8297493

DATE: 01-23-97

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
MELBOURNE REINSURANCE CORPORATION**

Under Section 242 of the General Business Corporation Law

The undersigned, being the President and Secretary of Melbourne Reinsurance Corporation, do hereby certify and set forth:

FIRST: The name of the corporation is Melbourne Reinsurance Corporation (the "Corporation"). The name under which the Corporation was organized is The Victory Reinsurance Company of America, Inc.

SECOND: The Department of State filed the Certificate of Incorporation on May 22, 1980.

THIRD: The Certificate of Incorporation is hereby amended to change the name of the Corporation to QBE Insurance Corporation. To accomplish the foregoing change, Article FIRST of the Certificate of Incorporation is deleted in its entirety, and the following Article is substituted in lieu thereof:

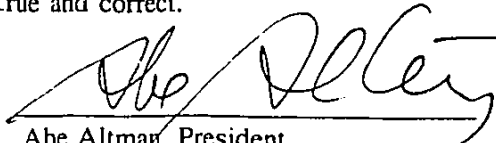
"FIRST: The name of the corporation is QBE Insurance Corporation."

FOURTH: The Certificate of Incorporation is hereby further amended to change the par value of the stock of the Corporation. To accomplish the foregoing change, the first paragraph of Article FOURTH of the Certificate of Incorporation is deleted in its entirety, and the following paragraph is substituted in lieu thereof:

"FOURTH: The Corporation shall have authority to issue two classes of stock, Common Stock and Preferred Stock. The total number of shares of Common Stock which the Corporation shall have authority to issue is Ten Million (10,000,000) shares, all of which shall have a par value of Fifty Cents (\$.50) per share, for an aggregate of Five Million Dollars (\$5,000,000.00). The total number of shares of Preferred Stock which the Corporation shall have authority to issue is One Million (1,000,000) shares, all of which shall have a par value of Fifty Cents (\$.50) per share, for an aggregate of Five Hundred Thousand Dollars (\$500,000.00). Each share of Preferred Stock shall be redeemable at par on the Corporation's demand out of legally available funds."

FIFTH: The above amendment to the Certificate of Incorporation was authorized by the unanimous written consent of the Board of Directors of the Corporation, followed by the written consent of the sole shareholder of the Corporation.

IN WITNESS WHEREOF, we have made and subscribed this certificate on January 9, 1997, and so hereby affirm under the penalty of perjury, that the statements contained herein have been examined by us and are true and correct.


Abe Altman, President

Attest:


Diana Morrison, Secretary