

P07735

Swiss Re



Maura Tepper  
Compliance & Regulatory Associate

VIA CERTIFIED MAIL - RETURN RECEIPT REQUESTED

Florida Department of State  
Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Swiss Re Life & Health America Inc  
175 King Street  
Armonk, New York  
USA 10504

Telephone 914/828-8761  
Fax 914/828-7761  
Email maura\_tepper@swissre.com

100005726661--0  
-06/07/02--01080--001  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

June 3, 2002

Name change of Life Reassurance Corporation of America to Swiss Re Life & Health America Inc.

Dear Sir or Madam

Enclosed please find the following documents required to record the above Name Change with the Florida Department of State:

1. A certified copy of the Amended Articles of Incorporation;
2. A completed Application By Foreign Profit Organization to File Amendment to Application for Authorization to Transact Business in Florida; and
3. A check in the amount of \$52.50 covering the filing fee and issuance of the Certificate of Status.

If you have any questions, please call me at 877/794-7773 extension 8761 or contact me at the address above.

Sincerely

FILED  
02 JUL 15 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc  
T. Lewis 7/16/02

**Swiss Re**



**Maura Tepper**  
Regulatory & Compliance Associate

**VIA CERTIFIED MAIL-RETURN RECEIPT REQUESTED**

Ms. Anna Chesnut  
Corporate Specialist  
Florida Department of State  
Divisions of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Swiss Re Life & Health America Inc  
175 King Street  
Armonk, New York  
USA 10504

Telephone 914/828-8761  
Fax 914/828-7761  
Email maura\_tepper@swissre.com

July 9, 2002

**Name Change of Life Reassurance Corporation of America to Swiss Re Life & Health America Inc.**

**Florida Ref. Number: Po7735**

**Florida Letter Number: 002A00038661**

Dear Ms. Chesnut

Enclosed please find documents for resubmission in connection with the above referenced Name Change:

1. A certified copy of the Amended Articles of Incorporation;
2. A completed Application By Foreign Profit Organization to File Amendment for Authorization to Transact Business in Florida; and
3. An Affidavit of the Assistant Secretary of Swiss Re Life & Health America Inc. (f/k/a Life Reassurance Corporation, survivor of the merger of Swiss Re Life & Health America Inc. with and into Life Reassurance Corporation of America) certifying that the "old" Swiss Re Life & Health America Inc. has no intention of reinstating itself as a corporation and therefore the name Swiss Re Life & Health America Inc. is released for use by another entity.

If you have any questions, please call me at 877/794-7773 extension 8761 or contact me at the street or email address above.

Sincerely



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 12, 2002

SWISS RE LIFE & HEALTH AMERICA INC  
% MAURA  
175 KING STREET  
ARMONK, NY 10504

SUBJECT: LIFE REASSURANCE CORPORATION OF AMERICA  
Ref. Number: P07735

We have received your document for LIFE REASSURANCE CORPORATION OF AMERICA and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Our records show the date of 10-14-1985 as the qualification date in the State of Florida. Please correct block 3 to reflect this information.

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) 245-6908.

Anna Chesnut  
Corporate Specialist

Letter Number: 002A00038661

**AFFIDAVIT**

I, Elissa B. Kenny, Assistant Secretary of Swiss Re Life & Health America, Inc. (f/k/a Life Reassurance Corporation of America, who was the surviving entity of the merger of Swiss Re Life & Health America, Inc. into Life Reassurance Corporation of America), hereby certify the following facts:

1. On September 28, 2000, Swiss Re Life & Health America Inc. merged with and into Life Reassurance Corporation of America with Life Reassurance Corporation of America the surviving entity;
2. On March 8, 2001, Life Reassurance Corporation of America changed its name to Swiss Re Life & Health America Inc.; and
3. The "old" Swiss Re Life & Health America Inc. ceased to exist as an entity at the time of merger and has no intention of reinstating itself as a corporation, therefore, the name Swiss Re Life & Health America is released for use by another entity.

By: Elissa B. Kenny  
Elissa B. Kenny

State ) New York

County) Westchester

Elissa B. Kenny, being duly sworn, deposes and says: that she is the Assistant Secretary of Swiss Re Life & Health America Inc. and says that she executed the above instrument and that the statements contained therein are true and correct to the best of her knowledge and belief.

Subscribed and sworn to  
before me this 8 day of July 2002.

Maria Servedio  
Notary Public

**MARIA SERVEDIO**  
Notary Public, State of New York  
No. 01SE6014801  
Qualified in Rockland County  
Commission Expires Oct. 19, 2002

**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  
02 JUL 15 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Life Reassurance Corporation of America  
Name of corporation as it appears on the records of the Department of State.
2. Connecticut 3. 10/14/85  
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? 3/08/01
5. Swiss Re Life & Health America Inc.  
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

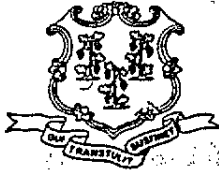
Elissa B. Kenny  
Signature

7/03/02

Date

Elissa B. Kenny  
Typed or printed name

Assistant Secretary  
Title



**State of Connecticut**  
*Insurance Department*

This is to Certify, that the Certificate of Amendment to the  
Certificate of Incorporation of Life Reassurance Corporation  
Of America, with respect to the change of name to Swiss Re  
Life & Health America Inc., has been reviewed and approved.

FILING #0002224721 PG 10 OF 10 VOL B-00396  
FILED 03/08/2001 08:30 AM PAGE 00309  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

Witness my hand and official seal, at HARTFORD, CT

this 9th day of February, 2001

*Susan F. Cogswell*

Insurance Commissioner

STATE OF CONNECTICUT }  
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record  
in this Office

In Testimony whereof, I have hereunto set my hand,  
and affixed the Seal of said State, at Hartford,  
this 17<sup>th</sup> day of April A.D. 2001

*Susan B. Biscione*  
\_\_\_\_\_  
SECRETARY OF THE STATE *ym*

# CERTIFICATE OF AMENDMENT

STOCK CORPORATION

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 12/1999

Space For Office Use Only

FILING #0002224721 PG 01 OF 10 VOL B-00396  
FILED 03/08/2001 08:30 AM PAGE 00300  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

1. NAME OF CORPORATION:

Life Reassurance Corporation of America

2. THE CERTIFICATE OF INCORPORATION IS (check A., B. or C.):

A. AMENDED.

B. AMENDED AND RESTATED.

C. RESTATED.

3. TEXT OF EACH AMENDMENT / RESTATEMENT:

See attachment "A"

(Please reference an 8 1/2 X 11 attachment if additional space is needed)



Space For Office Use Only

FILING #0002224721 PG 02 OF 10 VOL B-00396  
FILED 03/08/2001 08:30 AM PAGE 00301  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (check A., B. or C.):

A. The resolution was approved by shareholders as follows:

(set forth all voting information required by Conn. Gen. Stat. Section 33-800 as amended in the space provided below)

See attachment "B"

B. The amendment was adopted by the board of directors without shareholder action.  
No shareholder vote was required for adoption.

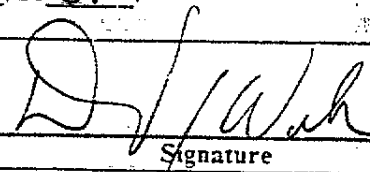
C. The amendment was adopted by the incorporators without shareholder action.  
No shareholder vote was required for adoption.

5. EXECUTION:

Dated this 7<sup>th</sup> day of March, 2001

David J. Walsh  
Print or type name of signatory

Executive Vice President  
Capacity of signatory

  
Signature

Attachment "A"

FILING #0002224721 PG 03 OF 10 VOL B-00396  
FILED 03/08/2001 08:30 AM PAGE 00302  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**CERTIFICATE AMENDING THE  
CERTIFICATE OF INCORPORATION  
BY ACTION OF THE BOARD OF DIRECTORS  
AND SHAREHOLDER (STOCK CORPORATION)**

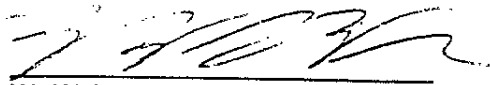
1. The name of the corporation is Life Reassurance Corporation of America.
2. The Certificate of Incorporation is amended by the following resolution of the Board of Directors and Shareholder:

NOW, THEREFORE, BE IT RESOLVED, that the name of the Company be changed to Swiss Re Life & Health America Inc. and that, in this regard, Article 1 of the Articles of Incorporation of the Company be amended to read in its entirety as follows:

"The name of the company shall be: Swiss Re Life & Health America Inc."

FURTHER RESOLVED, that the Proper Officers of the Company be, and each of them hereby is, authorized empowered and directed to take such action and to execute and file such instruments as they deem necessary or appropriate to effect the above referenced name change for the Company, upon approval of the same by the sole shareholder, including, but not limited to, obtaining the requisite approval from the Insurance Commissioner of the State of Connecticut, the Company's state of incorporation, pursuant to the laws of the State of Connecticut and satisfying the requirements of the insurance regulatory authorities of the various states in which the Company is licensed to do business.

Dated at Stamford, Connecticut this 29<sup>th</sup> day of January, 2001.



W. Weldon Wilson  
Executive Vice President  
and General Counsel

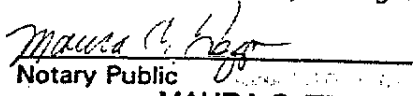
State of Connecticut)

) ss.

County of Fairfield )

January 29, 2001

Personally appeared before me W. Weldon Wilson, Executive Vice President and General Counsel, and made oath to the truth of the foregoing certificate by him signed before me.

  
Notary Public

MALINDA G. TEPPER  
A PUBLIC

My Commission Expires October 31, 2005

Attachment "A"

FILING #0002224721 PG 04 OF 10 VOL B-00396  
FILED 03/08/2001 08:30 AM PAGE 00303  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**UNANIMOUS WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS  
OF  
LIFE REASSURANCE CORPORATION OF AMERICA**

January 29 , 2001

Pursuant to the provisions of the laws of the State of Connecticut, the undersigned, being all the members of the board of directors of Life Reassurance Corporation of America, a Connecticut insurance company (the "Company"), do hereby consent and approve the adoption of the following resolutions and each and every action affected thereby.

1. Articles of Amendment

WHEREAS, the Company is domesticated in the State of Connecticut; and

WHEREAS, the Board of Directors of the Company deems it to be in the best interests of the Company to change the Company's name.

NOW, THEREFORE, BE IT RESOLVED, that the name of the Company be changed to Swiss Re Life & Health America Inc. and that, in this regard, Article 1 of the Articles of Incorporation of the Company be amended to read in its entirety as follows:

"The name of the company shall be: Swiss Re Life & Health America Inc."

FURTHER RESOLVED, that such amendment, as set forth above, be submitted to the sole shareholder of the Company for approval and that the Chairman of the Board, the Vice Chairman of the Board, the Chief Executive Officer, the President, any Vice President, and any Secretary or Assistant Secretary of the Company (each, a "Proper Officer") be, and each of them hereby is, authorized and directed to take such actions as may be deemed necessary or appropriate to effect such submission.

FURTHER RESOLVED, that the Proper Officers of the Company be, and each of them hereby is, authorized, empowered and directed to take such action and to execute and file such instruments as they deem necessary or appropriate to effect the above referenced name change for the Company, upon approval of the same by the sole shareholder, including, but not limited to, obtaining the requisite approval from the Insurance Commissioner of the State of Connecticut, the Company's state of incorporation, pursuant to the laws of the State of Connecticut and satisfying the requirements of the insurance regulatory authorities of the various states in which the Company is licensed to do business.

2. Ratification of Past Action

RESOLVED, that all acts and deeds of any of the Proper Officers of the Company taken prior to the date hereof to carry out the intent and accomplish the purposes of

the foregoing resolutions are hereby approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Company.


3. General Authority


**RESOLVED**, that each Proper Officer of the Company, any one of whom may act without the joinder of any of the others, is hereby authorized, empowered and directed, in the name and on behalf of the Company, to do all such further acts, including, but not limited to, (i) the negotiation of such additional agreements, amendments, supplements, reports, documents, instruments, applications, notes or certificates not now known but which may be required, (ii) the negotiation of such changes and additions to any agreements, amendments, supplements, reports, documents, instruments, applications, notes or certificates currently existing, (iii) the execution, delivery and filing (if applicable) of any of the foregoing and (iv) the payment of all fees, consent payments, taxes and other expenses as any such Authorized Officer, in his sole discretion, shall deem necessary, appropriate or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, all of such acts, executions, deliveries, filings and payments to be conclusive evidence that such Proper Officer deemed the same to be necessary, appropriate or advisable; and that all such acts, executions, deliveries, filings and payments taken or made at any time in connection with the transactions contemplated by the foregoing resolutions hereby are approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Company as if specifically set out in these resolutions.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

This Unanimous Written Consent may be executed in any number of separate counterparts, each of which when executed shall be deemed to be an original and all of which when taken together shall constitute but one and the same instrument.


IN WITNESS WHEREOF, the undersigned have set their hands effective as of the 29th day of January, 2001.

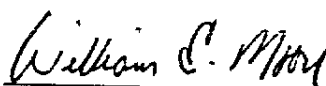
  
Robert L. Reischer

  
Alan D. Head

  
Jacques E. Dubois

\_\_\_\_\_  
Ronald L. Klein

  
Chris C. Stroop

  
William E. Moore

  
W. Weldon Wilson

\_\_\_\_\_  
Glenn D. Engel

FILING #0002224721 PG 07 OF 10 VOL B-00396  
FILED 03/08/2001 08:30 AM PAGE 00306  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

This Unanimous Written Consent may be executed in any number of separate counterparts, each of which when executed shall be deemed to be an original and all of which when taken together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the undersigned have set their hands effective as of the 29th day of January, 2001.

\_\_\_\_\_  
Robert L. Belsenherz

\_\_\_\_\_  
Jacques E. Dubois

\_\_\_\_\_  
Chris C. Stroup

\_\_\_\_\_  
W. Weldon Wilson

\_\_\_\_\_  
Alan D. Head

  
\_\_\_\_\_  
Ronald L. Klein

\_\_\_\_\_  
William E. Moore

  
\_\_\_\_\_  
Glenn D. Engel

Attachment "B"

FILING #0002224721 PG 08 OF 10 VOL B-00396  
FILED 03/08/2001 08:30 AM PAGE 00307  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**WRITTEN CONSENT OF  
THE SOLE SHAREHOLDER  
OF  
LIFE REASSURANCE CORPORATION OF AMERICA**

January 29, 2001

The undersigned, being the sole shareholder of Life Reassurance Corporation of America, a Connecticut insurance company (the "Company"), pursuant to the provisions of the laws of the State of Connecticut, hereby executes this consent for the purpose of adopting the following resolution, to the same extent and to have the same force and effect as a unanimous vote at a meeting of the shareholders of the Company, duly called and held for the purpose of acting upon proposals to adopt such resolutions:

WHEREAS, it is in the best interest of the Company to change its name to Swiss Re Life & Health America Inc.; and

WHEREAS, the Board of Directors has adopted a resolution directing that the Articles of Incorporation (the "Articles") of the Company be amended to change the name of the Company to Swiss Re Life & Health America Inc., and directing that such amendment be submitted to the sole shareholder of the company for approval.

NOW, THEREFORE, BE IT RESOLVED, that the name of the Company be changed to Swiss Re Life & Health America Inc. and that, in this regard, Article 1 of the Articles of the Company be amended to read in its entirety as follows:

"The name of the company shall be: Swiss Re Life & Health America Inc."

FURTHER RESOLVED, that the Proper Officers of the Company be, and each of them hereby is, authorized, empowered and directed to take such action and to execute and file such instruments as they deem necessary or appropriate to effect the above referenced name change for the Company, upon approval of the same by the sole shareholder, including, but not limited to, obtaining the requisite approval from the Insurance Commissioner of the State of Connecticut, the Company's state of incorporation, pursuant to the laws of the State of Connecticut and satisfying the requirements of the insurance regulatory authorities of the various states in which the Company is licensed to do business.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

FILING #0002224721 PG 09 OF 10 VOL B-00396  
FILED 03/08/2001 08:30 AM PAGE 00308  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

IN WITNESS WHEREOF, the undersigned has signed this Written Consent as  
of the date set forth.

**SWISS RE LIFE & HEALTH AMERICA  
HOLDING COMPANY**

By: *Jacques Dubois*  
Name: Jacques E. Dubois  
Title: President