

P 11547

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

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MAIL

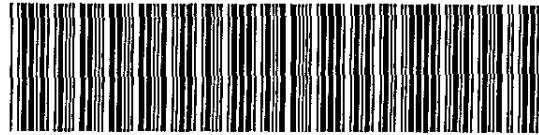
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

Name Chg.  
JPM  
2/23/04

# Edwards & Angell<sub>LLP</sub>

90 State House Square Hartford, CT 06103 860.525.5065 fax 860.527.4198

Michael T. Griffin  
860.541.7764  
mgriffin@EdwardsAngell.com

February 17, 2004

## VIA FEDEX

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

Re: **General & Cologne Life Re of America**  
**Change of Name to General Re Life Corporation**  
**FEIN No. 13-2572994**

Dear Corporations Division:

On behalf of General & Cologne Life Re of America (the "Company"), a Connecticut domiciled life & health insurance Company and a qualified corporation in the State of Florida, we hereby provide notice that the Company has changed its name to General Re Life Corporation, effective December 29, 2003.


Please note that the name change is not being made in connection with a merger or acquisition of the Company.

Enclosed is a binder containing the documents and information necessary to effect the change of name in Florida. Also enclosed is a check in the amount of \$52.50 to cover the fees associated with the transaction, for a Certificate of Status, and a certified copy of the filing.

Please provide us with a confirmation that these documents have been filed as soon as possible.

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

Sincerely,

  
Michael T. Griffin

Enclosure

cc: Christopher R. Bello, Esq. (with enclosure)  
Charles R. Welsh, Esq. (without enclosure)

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** General Re Life Corporation  
(Name of corporation)

**DOCUMENT NUMBER:** P11547

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael T. Griffin, Esquire  
(Name of person)

Edwards & Angell, LLP  
(Name of firm/company)

90 State House Square, 9th Floor  
(Address)

Hartford, Connecticut 06103  
(City/state and zip code)

For further information concerning this matter, please call:

Michael T. Griffin, Esquire at ( 860 ) 541-7764  
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee       \$43.75 Filing Fee & Certificate of Status       \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)       \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**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)**

P11547

(Document number of corporation (if known))

1. General & Cologne Life Re of America, Inc.  
(Name of corporation as it appears on the records of the Department of State)

2. Connecticut 3-09/24/1986  
(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? December 29, 2003

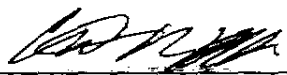
5. General Re Life Corporation  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A  
(New duration)

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

N/A  
(New jurisdiction)

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Christopher R. Bello  
(Typed or printed name of person signing)

2/3/04  
(Date)

Vice President, Secretary, & General Counsel

(Title of person signing)

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TALLAHASSEE, FLORIDA

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 14<sup>th</sup> day of January A.D. 2004

  
\_\_\_\_\_  
SECRETARY OF THE STATE LF

# CERTIFICATE OF AMENDMENT STOCK CORPORATION

Office of the Secretary of the State  
30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 07/01/2003

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FILED 12/29/2003 12:21 PM PAGE 01896  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

## 1. NAME OF CORPORATION

General & Cologne Life Re of America

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

A. AMENDED

B. RESTATED

C. AMENDED AND RESTATED

The restated certificate consolidates all amendments into a single document.

## 3. TEXT OF EACH AMENDMENT / RESTATEMENT

The name of the corporation shall read as follows, "General Re Life Corporation".

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

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

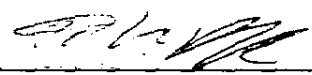
A. The amendment was approved by shareholders in the manner required by sections 33-600 to 33-998 of the Connecticut General Statutes, and by the Certificate of Incorporation.

B. The amendment was approved by the incorporators.  
No shareholder approval was required.

C. The amendment was approved by the board of directors.  
No shareholder approval was required.

5. EXECUTION

Dated this 17th day of November, 2003

Christopher R. Bello	Vice President	
Print or type name of signatory	Capacity of signatory	Signature



STATE OF C

INSURANCE DEPARTMENT

This is to Certify, that the attached Certificate of Amendment of the Certificate of Incorporation of General & Cologne Life Re of America, with respect to the change of name to General Re Life Corporation, has been reviewed and approved.

Witness my hand and official seal, at HARTFORD,  
this 24th day of December, 2003

*A Susan F. Cogswell*  
Insurance Commissioner