

P.13109



Paul R. Brady  
Compliance Analyst

February 14, 2002

Via Certified Mail

Secretary of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

000004962100---6  
-02/20/02--01086--004  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Certificate of Authority – Company Name Change  
ZC Insurance Company to  
Converium Insurance (North America) Inc.  
NAIC #22730; FEIN #06-1182357

Dear Secretary,

Effective January 14, 2002, ZC Insurance Company changed its name to Converium Insurance (North America) Inc. This company has only undergone a name change. There has been no change to its state of domicile or lines of insurance. Since this is merely a company name change, I have completed the directions on The Florida Department of Insurance Name Change Notification Package.

Converium Insurance (North  
America) Inc.  
(formerly known as  
ZC Insurance Company)

One Chase Manhattan Plaza  
New York, NY  
10005

Phone 212 898 5000  
Fax 212 898 5052  
<http://www.converium.com>

Direct Phone 212 898 5241  
Direct Fax 212 898 5212  
[paul.brady@converium.com](mailto:paul.brady@converium.com)

I have attached the following documents:

- 1) Profit Corporation Application By Foreign Profit Corporation To File Amendment For Authorization To Transact Business In Florida.
- 2) Check number 064896, in the amount of \$43.75, as payment
- 3) Articles of Incorporation with original certification letter by our state of domicile on the back of the last page, stamped in red.
- 4) Our State of Domicile, New Jersey, has not yet provided us a revised copy of our Certificate of Authority. Once we receive this, I will forward you a copy.

Should you have any questions, please do not hesitate to contact me at (212) 898-5241.

Sincerely,

Paul R. Brady  
Compliance Analyst  
(212) 898-5241

N/C

V SHEPARD FEB 26 2002

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 FEB 20 PM 2:43

**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 STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
02 FEB 20 PM 2:43

1. ZC Insurance Company  
Name of corporation as it appears on the records of the Department of State.
2. New Jersey  
Incorporated under laws of
3. February 4 / 1987  
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? January 14, 2002
5. Converium Insurance (North 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.  
N/A  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
N/A  
New Jurisdiction

  
Signature

2-13-02  
Date

Corcoran Byrne  
Typed or printed name

Secretary  
Title

# **State of New Jersey**



## **DEPARTMENT OF BANKING AND INSURANCE**

I, Donald Bryan, Acting Commissioner of Banking and Insurance of the State of New Jersey do hereby certify that the annexed is a true copy of the

**\*\*\* Certificate of Amendment of the Certificate of Incorporation of ZC Insurance Company dated November 1, 2001 \*\*\***

as taken from and compared with the original **Certificate**

filed **January 14, 2002** now remaining on file in this Department.

**In Testimony Whereof**, I have hereunto set my

Hand and affixed my Official Seal, at Trenton

This **4<sup>th</sup>** day of **February, 2002**

A handwritten signature in black ink, appearing to read "Donald Bryan".

Acting Commissioner of Banking and Insurance

NOTE: Prepayment is required on all papers left or sent for recording. No documents will be entered for record until the necessary fees are paid nor will this office hold itself responsible for the safekeeping of any papers unaccompanied by the recording fees.

Hackensack, NJ \_\_\_\_\_ 20 \_\_\_\_\_

M \_\_\_\_\_

TO: THE COUNTY OF BERGEN

COUNTY CLERK'S OFFICE, REGISTRY DIVISION, ONE BERGEN COUNTY PLAZA, ROOM 150, HACKENSACK, NJ 07601

Make all Checks and Money Orders payable to: **BERGEN COUNTY CLERK**

***THIS IS A RECEIPT***

Recording fee as follows:

17.00

JAN 14 2002

*[Signature]*  
BERGEN COUNTY CLERK  
HACKENSACK, NJ

CERTIFICATE OF AMENDMENT  
OF  
THE CERTIFICATE OF INCORPORATION  
OF ZC INSURANCE COMPANY.

ZC INSURANCE COMPANY a New Jersey domiciled stock insurance company (the "Company"), hereby certifies that the Company has adopted the following amendment to its Certificate of Incorporation in accordance with N.J.S.A. 17:26-1 et seq., to reflect a change in the name of the Company.

Article I of the Certificate of Incorporation is hereby amended read in its entirety as follows:

"ARTICLE I. The name of the Company shall be Converium Insurance (North America) Inc."

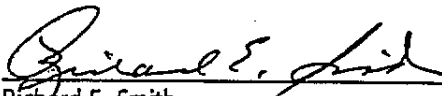
In accordance with the provisions of N.J.S.A. 17:26-1, this amendment to the Company's Certificate of Incorporation was declared to be advisable by a resolution of the Board of Directors on November 1, 2001 and pursuant thereto was submitted to the sole stockholder of the Company for its approval.

The holder of all shares eligible to vote on such amendment to the Company's Certificate of Incorporation has signed the attached written consent adopting this amendment on November 1, 2001

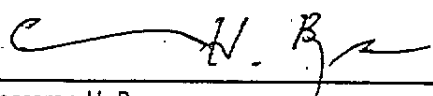
IN WITNESS WHEREOF, the undersigned has caused this Certificate to be executed in its name and on its behalf by its President and Secretary on this 1<sup>st</sup> day of November, 2001.

ZC INSURANCE COMPANY

By:

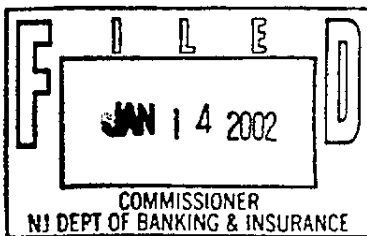
  
Richard E. Smith  
President

Attest:

  
Corcoran H. Byrne  
Secretary

Miscellaneous  
Recording Fee 17.00

169758  
Kathleen A. Donovan  
Bergen County Clerk  
Recorded 01/14/2002 10:29



**WRITTEN CONSENT  
OF THE DIRECTORS  
OF  
ZC INSURANCE COMPANY**

The undersigned, being all of the members of the Board of Directors of ZC Insurance Company, a New Jersey-domiciled stock insurance company (the "Company"), do hereby take the following actions and adopt the following resolutions by written consent without a meeting, pursuant to Section 14A:6-7.1(5) of the New Jersey Business Corporation Act:

WHEREAS, it is advisable and in the best interests of the Company to change its name to Converium Insurance (North America) Inc.

NOW THEREFORE, BE IT RESOLVED, that the Certificate of Incorporation of the Company be amended to change the name of the Company to "Converium Insurance (North America) Inc." as follows;

"ARTICLE I. The name of the company shall be Converium Insurance (North America) Inc."

and be it

FURTHER RESOLVED, that such amendment to the Company's Certificate of Incorporation shall be submitted to the Company's sole stockholder for its approval; and be it

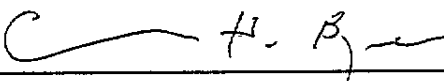
FURTHER RESOLVED, that upon approval of such amendment by the Company's sole shareholder, the President, any Vice President, the Secretary, and the Treasurer of the Company (the "Authorized Officers") of the Company be, and each of them hereby is authorized and directed to execute a certificate setting forth such amendment, substantially in the form of the Certificate of Amendment of the Certificate of Incorporation of Zurich Reinsurance (North America), Inc. attached hereto as Exhibit A, and to certify that such amendment has been duly adopted in accordance with the provisions of applicable law and to execute, file and deliver such certificate as may be necessary to effect the change of name of the Company; and be it

FURTHER RESOLVED, that all actions heretofore taken by Authorized Officers of the Company in connection with the subject of the foregoing resolutions be and they are hereby approved, ratified, and confirmed in all respects as the act and deed of the Company; and be it

RESOLVED FURTHER, that the Authorized Officers of the Company be, and each of them hereby is authorized and empowered to execute and deliver to any state, state agency or other governmental agency so requesting a certified copy of these resolutions, and that any such state, state agency or other governmental agency may rely upon the same until receipt by it of written notice of any change or revocation thereof; and be it

FURTHER RESOLVED, that the Authorized Officers of the Company be, and each of them hereby is, authorized and directed to do or cause to be done all such acts and things and to execute and deliver any and all such documents and papers, and to expend such money as they may determine in their sole discretion to be necessary or appropriate to effect the purposes of the foregoing resolutions, and any and all actions hereafter taken by said officers consistent with the terms, provisions and intent of the foregoing resolutions be and the same are hereby approved, authorized and confirmed in all respects as the act and deed of the Company.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the 1st day of November, 2001, and direct that it be filed with the minutes of the proceedings of the Board of Directors of the Company.

  
Corcoran Byrne

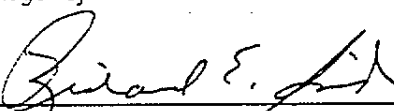
\_\_\_\_\_  
William Jewett

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Brian Kensil

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Gerald King

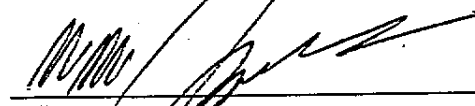
  
Paul Braithwaite

\_\_\_\_\_  
Roger Cyr

  
Richard Smith

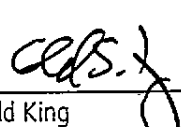
IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the 1st day of November, 2001, and direct that it be filed with the minutes of the proceedings of the Board of Directors of the Company.

Corcoran Byrne



William Jewett

Brian Kensil



Gerald King



Paul Braithwaite

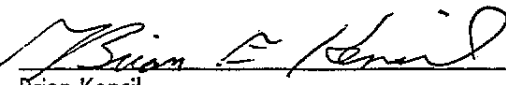
Roger Cyr

Richard Smith

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the 1st day of November, 2001, and direct that it be filed with the minutes of the proceedings of the Board of Directors of the Company.

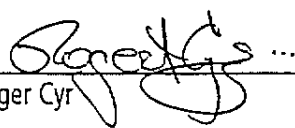
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Corcoran Byrne

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William Jewett

  
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Brian Kensil

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Gerald King

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Paul Braithwaite

  
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Roger Cyr

\_\_\_\_\_  
Richard Smith

CERTIFICATE OF AMENDMENT  
OF  
THE CERTIFICATE OF INCORPORATION  
OF ZC INSURANCE COMPANY.

ZC INSURANCE COMPANY a New Jersey domiciled stock insurance company (the "Company"), hereby certifies that the Company has adopted the following amendment to its Certificate of Incorporation in accordance with N.J.S.A. 17:26-1 et seq., to reflect a change in the name of the Company.

Article I of the Certificate of Incorporation is hereby amended read in its entirety as follows:

"ARTICLE I. The name of the Company shall be Converium Insurance (North America) Inc."

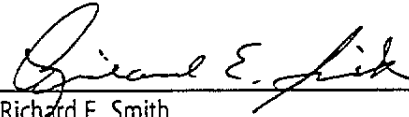
In accordance with the provisions of N.J.S.A. 17:26-1, this amendment to the Company's Certificate of Incorporation was declared to be advisable by a resolution of the Board of Directors on November 1, 2001 and pursuant thereto was submitted to the sole stockholder of the Company for its approval.

The holder of all shares eligible to vote on such amendment to the Company's Certificate of Incorporation has signed the attached written consent adopting this amendment on November 1, 2001

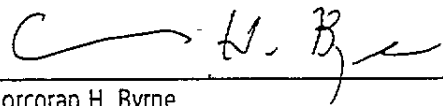
IN WITNESS WHEREOF, the undersigned has caused this Certificate to be executed in its name and on its behalf by its President and Secretary on this 1<sup>st</sup> day of November, 2001.

ZC INSURANCE COMPANY

By:

  
Richard E. Smith  
President

Attest:

  
Corcoran H. Byrne  
Secretary

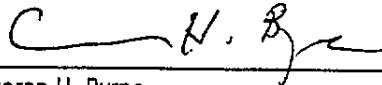
**PROOF AND ACKNOWLEDGEMENT OF  
CERTIFICATE OF AMENDMENT**

STATE OF NEW YORK

SS:

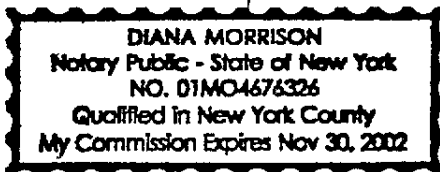
COUNTY OF NEW YORK

BE IT REMEMBERED, that on this 1<sup>st</sup> day of November, 2001, before me, the subscriber, a Notary Public of the State of New York, personally appeared Corcoran H. Byrne, who being by me duly sworn on his oath, does depose and make proof to my satisfaction that he is the Secretary of ZC Insurance Company; that Richard E. Smith is the President of said Company; that the execution, as well as the making of the within Certificate of Amendment of Incorporation has been duly authorized by a proper resolution of the Board of Directors of said Company; that deponent well knows the corporate seal of said Company and that the seal affixed to said Instrument is such corporate seal and was thereto affixed, and said Instrument was signed and delivered by the President, as and for his voluntary act and deed of said Company, in presence of deponent, who subscribed his name below.



Corcoran H. Byrne

Sworn and Subscribed to  
me on this 1st day of  
November, 2001



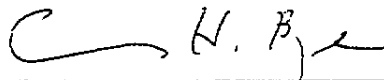
**PROOF AND ACKNOWLEDGEMENT OF  
CERTIFICATE OF AMENDMENT**

STATE OF NEW YORK

SS: .

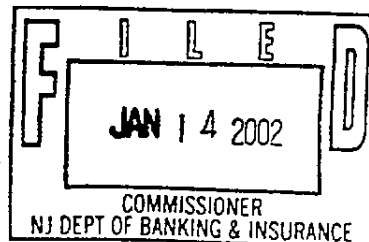
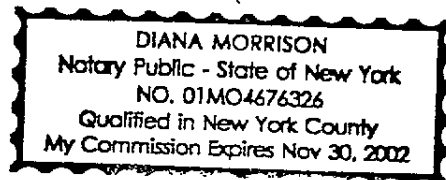
COUNTY OF NEW YORK

BE IT REMEMBERED, that on this 1<sup>st</sup> day of November, 2001, before me, the subscriber, a Notary Public of the State of New York, personally appeared Corcoran H. Byrne, who being by me duly sworn on his oath, does depose and make proof to my satisfaction that he is the Secretary of ZC Insurance Company; that Richard E. Smith is the President of said Company; that the execution, as well as the making of the within Certificate of Amendment of Incorporation has been duly authorized by a proper resolution of the Board of Directors of said Company; that deponent well knows the corporate seal of said Company and that the seal affixed to said Instrument is such corporate seal and was thereto affixed, and said Instrument was signed and delivered by the President, as and for his voluntary act and deed of said Company, in presence of deponent, who subscribed his name below.



Corcoran H. Byrne

Sworn and Subscribed to  
me on this 1st day of  
November, 2001



I hereby certify that the annexed Certificate of Amendment to the Certificate of Incorporation of ZC Insurance Company dated November 1, 2001 has been submitted to and examined by me as provided by N.J.S.A. 17:26-1, and that I find the Certificate of Amendment to be substantially in accordance with the provisions of that statute and not inconsistent with the Constitution and laws of this State.

JOHN J. FARMER, JR.  
ATTORNEY GENERAL OF NEW JERSEY

By: 

Thalia P. Cosmos  
Deputy Attorney General

Dated: December 20, 2001

WRITTEN CONSENT OF THE SOLE STOCKHOLDER  
OF ZC INSURANCE COMPANY

The undersigned, being the sole shareholder of ZC Insurance Company, an insurance company organized under the laws of the State of New Jersey (the "Company"), hereby consents to the adoption of the following resolutions with the same force and effect as if such resolutions had been duly adopted at a meeting of the sole shareholder of the Company pursuant to Section 14A:5-6 of the New Jersey Business Corporation Act, and hereby waives all notice of a meeting:

RESOLVED, that, pursuant to the recommendation of the Board of Directors of the Company, Certificate of Incorporation of the Company be amended to change the name of Company to "Converium Insurance (North America) Inc."; and be it

FURTHER RESOLVED, that the President, any Vice President, the Secretary or the Treasurer of the Company (the "Authorized Officers") be, and each of them hereby is, authorized and directed to execute a certificate setting forth such amendment, substantially in the form of the Certificate of Amendment of the Certificate of Incorporation of ZC Insurance Company, attached hereto as Exhibit A and to certify that such amendment has been duly adopted in accordance with the provision of applicable law and to execute, file and deliver such certificate as may be necessary to effect the change of name of the Company; and be it

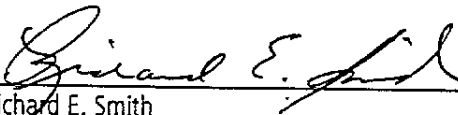
FURTHER RESOLVED, that the Authorized Officers of the Company be, and each of them hereby is authorized and empowered to execute and deliver to any state, state agency or other governmental agency so requesting a certified copy of these resolutions, and that any such state, state agency or other governmental agency may rely upon the same until receipt by it of written notice of any change or revocation thereof; and be it

FURTHER RESOLVED, that all actions heretofore taken by the officers of the Company in connection with the subject of the foregoing resolutions be and they hereby are approved, ratified, and confirmed in all respects as the act and deed of the Company; and be it

FURTHER RESOLVED, that the Authorized Officers of the Company be, and each of them hereby is, authorized and directed to do or cause to be done all such acts and things and to execute and deliver any and all such documents and papers, and to expend such money as they may determine in their sole discretion to be necessary or appropriate to effect the purposes of the foregoing resolutions, and any and all actions hereafter taken by said officers consistent with the terms, provisions and intent of the foregoing resolutions be and the same are hereby approved, authorized and confirmed in all respects as the act and deed of the Company.

Dated: November 1, 2001

ZURICH REINSURANCE (NORTH AMERICA), INC.

By:   
Richard E. Smith  
President