

809653



ZURICH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP -6 PM 2:58

August 4, 2000

**Florida Secretary of State
PO Box 6327
Tallahassee, Florida 32399**

500003385825--4
-09/07/00-01086-002
*****35.00 *****35.00
500003385825--4
-09/07/00-01086-003
*****8.75 *****8.75

**RE: Massachusetts Casualty Insurance Company
Name Change to: "Centre Life Insurance Company"
NAIC Company No. 80896; FEIN No. 04-1589940
Effective Date of Name Change: July 20, 1999**

Zurich Centre Group LLC

One Chase Manhattan Plaza
New York NY
10005

Phone 212 898-5300
Fax 212 898-5400

To Whom It May Concern:

We have been requested to submit a Certificate of Good Standing (original) under the Company's new name from the Florida Secretary of State, therefore, I have enclosed two checks in the amount of \$8.75 and \$35.00.

Please be advised the above referenced company is in the process of completing a name change with the Florida Department of Insurance and this is the final stage of our application.

We thank you in advance for your assistance and courtesies in this matter. If you have any questions, please do not hesitate to contact me at (212) 898-5440.

Very truly yours,

**Terri Minogue
Paralegal**

Encls.

N/C

V. SHEPARD SEP 8 2000

AB



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 16, 2000

Terri Minogue
% ZURICH CENTRE GROUP LLC
One Chase Manhattan Plaza
New York, NY 10005

SUBJECT: MASSACHUSETTS CASUALTY INSURANCE COMPANY
Ref. Number: 809653

We have received your document for MASSACHUSETTS CASUALTY INSURANCE COMPANY and check(s) totaling \$43.75. However, your check(s) and document are being returned for the following:

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

Please return the enclosed check for \$43.75 or a newly issued check with your corrected document.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 500A00044051



August 22, 2000

**Florida Secretary of State
PO Box 6327
Tallahassee, Florida 32399
ATTN: Louise Flemming-Jackson**

**RE: Massachusetts Casualty Insurance Company
Name Change to: "Centre Life Insurance Company"
NAIC Company No. 80896; FEIN No. 04-1589940
Effective Date of Name Change: July 20, 1999**

Zurich Centre Group LLC

One Chase Manhattan Plaza
New York NY
10005

Phone 212 898-5300
Fax 212 898-5400

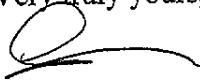
To Ms. Flemming-Jackson:

As per your letter please find fully completed and executed Application for Authorization to Transact Business in Florida with regards to the above referenced company.

Please be advised the above referenced company is in the process of completing a name change with the Florida Department of Insurance and this is the final stage of our application.

We thank you in advance for your assistance and courtesies in this matter. If you have any questions, please do not hesitate to contact me at (212) 898-5440.

Very truly yours,


Terri Minogue
Paralegal

Encls.



Sept. 5
Rec'd
~~July 24~~, 2000

**Florida Division of Corporation
409 E Gaines Street
Tallahassee, Florida 32399
ATTN: Velma Shepard**

**RE: Massachusetts Casualty Insurance Company
Name Change to: "Centre Life Insurance Company"
NAIC Company No. 80896; FEIN No. 04-1589940
Effective Date of Name Change: July 20, 1999**

Zurich Centre Group LLC

One Chase Manhattan Plaza
New York NY
10005

Phone 212 898-5300
Fax 212 898-5400

Dear Ms. Shepard:

As per our discussion, please find Centre Life Insurance Company's (f/k/a Massachusetts Casualty Insurance Company) Restated Articles of Organization approved by the Massachusetts Department of Insurance.

We thank you in advance for your assistance and courtesies in this matter. If you have any questions, please do not hesitate to contact me at (212) 898-5440.

Very truly yours,


Terri Minogue
Paralegal

Encls.

Rec'd 9/6

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP -6 PM 2:58
ny

1. Massachusetts Casualty Insurance Company
Name of corporation as it appears on the records of the Department of State.

2. Massachusetts 3. January 25, 1954
Incorporated under laws of Date authorized to conduct affairs in Florida

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 28, 2000

5. Centre Life Insurance Company
Name of corporation after the amendment, adding suffix "corporation" or "incorporated", or appropriate abbreviation, if not contained in new name of the corporation. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

NS/A _____ Date _____

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

N/A New Jurisdiction _____ Date _____

8. If the purpose which the corporation intends to pursue in Florida has changed indicate new purpose.

N/A

The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation.

Chen 8.22.00
Signature Date

Eileen M. Sweeney
Typed or printed name

President
Title



COMMONWEALTH OF MASSACHUSETTS
Office of Consumer Affairs and Business Regulation
DIVISION OF INSURANCE

One South Station • Boston, MA 02110-2208
(617) 521-7794 • FAX (617) 521-7771
TTY /TDD (617) 521-7490
<http://www.state.ma.us/doi>

ARGEO PAUL CELLUCCI
GOVERNOR

JANE SWIFT
LIEUTENANT GOVERNOR

JENNIFER DAVIS CAREY
DIRECTOR, CONSUMER AFFAIRS
AND BUSINESS REGULATION

LINDA RUTHARDT
COMMISSIONER OF INSURANCE

NO: 1999049

CERTIFICATE OF COMPLIANCE

Effective: January 28, 2000
NAIC#: 80896
Federal ID #: 04-1589940

This is to certify that

CENTRE LIFE INSURANCE COMPANY

is duly organized under the laws of this Commonwealth, and that it is authorized under the Sections of Chapter 175 of the General Laws of Massachusetts and amendments thereto described by the following designations:

6A 6B 16A

DESIGNATION CODES:

1	Fire	15	Reinsurance (Reinsurance Companies Only)
2A	Ocean & Inland Marine	16A	Life - All Kinds
2B	Inland Marine Only	16B	Group Life Only
4	Fidelity and Surety	16C	Variable Annuity Authorization
5A	Boiler	16D	Annuities Only
5B	Boiler (No Inspector)	16E	Variable Life Authorization
6A	Accident - All Kinds	17	Repair - Replacement
6B	Health - All Kinds	19	Legal Services
6C	Group Accident & Health	20	Credit Involuntary Unemployment
6D	Non-Can. Acc. & Health	51	Stock Companies >(Extension of coverage
6E	Workers' Compensation	54	Mutual Companies >not specified in Section 47)
6F	Liability other than Auto	54BX	Reinsurance except Life
6G	Auto Liability	54BY	Nuclear Energy
7	Glass	54BZ	Special Hazards
8	Water Damage and Sprinkler Leakage	54C	Comprehensive M.V. & Aircraft
9	Elevator Property Damage and Collision	54D	Personal Property Floater
10	Credit	54E	Dwellings
11	Title	54F	Commercial Property
12	Burglary, Robbery, Theft	54G	Reinsurance - Life Companies Only
13	Livestock		

This certificate shall remain in effect for an indefinite term unless said authority is amended or revoked in accordance with law.

Linda Ruthardt
Commissioner of Insurance

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

RESTATED ARTICLES OF ORGANIZATION (General Laws, Chapter 156B, Section 74) and Chapter 175, Section 50

031
051
052
054
055

We, Eileen M. Sweeney, *President, *Vice President,
and Steven D. Germain, Secretary,
of Centre Life Insurance Company
(Exact name of corporation)
located at 84 State Street, Boston, Massachusetts 02109
(Street address of corporation Massachusetts)

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting
held on August 16, 19 99 by a vote of the directors/or:

2,000 shares of Common of 2,000 shares outstanding,
(type, class series, if any)
 shares of of shares outstanding, and
(type, class series, if any)
 shares of of shares outstanding,
(type, class series, if any)

~~**being at least a majority of each type, class or series outstanding and entitled to vote thereon: XX being on the~~
~~workings of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of~~
~~stock whose rights are adversely affected thereby~~

ARTICLE I

The name of the corporation is:

Centre Life Insurance Company

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

(See Attached Rider)

*Delete the inapplicable words. **Delete the inapplicable clause.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

ARTICLE II

- (a) insuring persons against bodily injury or death by accident and making insurance upon the health of individuals as provided in subdivisions (a) and (d) of clause Sixth of M.G.L. c. 175, § 47, as may now or hereafter be amended or recodified; and
- (b) transacting life insurance and making contracts for the payments of annuities and pure endowments as provided in clause Sixteenth of M.G.L. c. 175, § 47, as may now or hereafter be amended or recodified.

ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	None	Common:	2,000	\$1,000.00
Preferred:	None	Preferred:	None	

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

Not applicable.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

None.

ARTICLE VI

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

- (a) All meetings of stockholders of the corporation may be held within the Commonwealth of Massachusetts or elsewhere within the United States. The place of such meetings shall be fixed in, or determined in the manner provided in, the by-laws.
- (b) The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of Chapter 156B, § 13 of the Massachusetts General Business Corporation Law.

** If there are no provisions state "None".

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

ARTICLE VII

The effective date of the restated Articles of Organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty* days after the date of filing.

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in *Massachusetts* is:
84 State Street, Boston, Massachusetts 02109

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: Eileen M. Sweeney	247 W. 12th Street, Apt. 2D New York, NY 10014	One Chase Manhattan Plaza New York, NY 10005
Treasurer: Patricia M. Haemmerle	380 Main Street Chatham, NJ 07928	One Chase Manhattan Plaza New York, NY 10005
Clerk Secretary: Steven D. Germain	80 Summit Drive Hastings on Hudson, NY 10706	One Chase Manhattan Plaza New York, NY 10005
Directors: Thomas R. Dickson	315 W. 84th Street New York, NY 10024	One Chase Manhattan Plaza New York, NY 10005
Steven D. Germain	80 Summit Drive Hastings on Hudson, NY 10706	One Chase Manhattan Plaza New York, NY 10005
Joel D. Klaassen	17 Hidden Spring Drive Weston, CT 06883	One Chase Manhattan Plaza New York, NY 10005
Joseph S. Magnano	957 Ridgefield Road Wilton, CT 06897	One Chase Manhattan Plaza New York, NY 10005
Frank D. Pierson	12 Country Club Drive Larchmont, NY 10538	One Chase Manhattan Plaza New York, NY 10005
Eileen M. Sweeney	247 W. 12th Street, Apt. 2D New York, NY 10014	One Chase Manhattan Plaza New York, NY 10005
David L. Wasserman	14 Cabriolet Lane Melville, NY 11747	One Chase Manhattan Plaza New York, NY 10005

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of:
December 31

d. The name and business address of the resident agent, if any, of the corporation is:
Corporation Service Company
84 State Street
Boston, Massachusetts 02109

**We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended ~~except for amendments to the following articles which briefly describe amendments below:~~

None

SIGNED UNDER THE PENALTIES OF PERJURY, this 26th day of July, 19 99

 *President ~~XXXXXX~~

 Secretary ~~XXXXXX~~

*Delete the inapplicable words.

**If there are no amendments, state 'None'.

671120

CYC 158.13

THE COMMONWEALTH OF MASSACHUSETTS

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B, Section 74)
and Chapter 175, Section 50

I hereby approve the within Restated Articles of Organization and, the
filing fee in the amount of \$200 00 having been paid, said
articles are deemed to have been filed with me this 23rd day of

AUGUST, 19 99

Effective Date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

99 AUG 23 PM 12:10
SECP
THE COM

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Michael R. Halsband
Centre Life Insurance Company
One Chase Manhattan Plaza
New York, New York 10005

Telephone: (212) 898-5300