

ROYAL & SUNALLIANCE

811311

Corporate Support Office
9300 Arrowpoint Blvd
PO Box 1000
Charlotte NC 28201-1000
Shipping Zip 28273-8135

Phone 704 522-2000
Fax 704 522-3200

April 28, 1999

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
99 MAY - 6 AM 11:37
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Re: Royal & SunAlliance Personal Insurance Company
(formerly Sun Insurance Office of America Inc.)

Ladies and Gentlemen:

On January 19, 1999 the Superintendent of Insurance, State of New York, approved an Amendment to the Charter of Sun Insurance Office of America Inc. with an effective date of January 1, 1999. This Amendment changed the name of the Company to Royal & SunAlliance Personal Insurance Company.

As required by Florida Statutes, we have enclosed the following to effect the name change in the State of Florida:

- *An Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;*
- A original certificate from the State of New York evidencing the amendment;
- Our check in the amount of \$96.25 which includes:

Filing Fee	\$35.00
Certified Copy	52.50
Certificate of Status	8.75

500002865725-7
-05/06/99-01093-014
*****96.25 *****52.50

Thank you for your assistance with this filing. Should you need any additional information, please do not hesitate to contact me directly at 704/522-3515.

Sincerely,

Marion L. Brown

Marion L. Brown
Corporate Secretarial Associate

NC
RKE 13

- Alliance Assurance Company of America
- American and Foreign Insurance Company
- Globe Indemnity Company
- The London Assurance of America Inc.
- Marine Indemnity Insurance Company of America
- Phoenix Assurance Company of New York
- Royal Indemnity Company

- Royal Insurance Company of America
- Royal Lloyd's of Texas
- Royal Special Risks Insurance Company
- Royal Surplus Lines Insurance Company
- Safeguard Insurance Company
- The Sea Insurance Company of America
- Sun Insurance Office of America Inc.

CERTIFICATE OF AMENDMENT OF THE

CHARTER

OF

SUN INSURANCE OFFICE OF AMERICA INC.

The undersigned, being the President and Vice President and Secretary of Sun Insurance Office of America Inc. (the "Corporation"), do hereby certify as follows:

FIRST: The name of the Corporation is Sun Insurance Office America Inc.

SECOND: The Charter was filed on July 25, 1991.

THIRD: The Corporation hereby amends its Charter to effect a change in its corporate name as follows: Section 1 of the Charter, relating to the name of the Corporation, is hereby amended to read in its entirety as follows:

"Section 1. The name of the corporation shall be Royal & SunAlliance Personal Insurance Company."

FOURTH: The manner in which this amendment to the Charter was authorized was by unanimous written consent of the holders of all the outstanding shares entitled to vote thereon, subsequent to authorization by a majority vote of the board of directors.

IN WITNESS WHEREOF, the undersigned have executed and signed this certificate this 31ST day of December, 1998.



Terry Broderick
President



Joyce W. Wheeler
Vice President and Secretary

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

Terry Broderick, being first duly sworn, deposes and says that he is the President of Sun Insurance Office of America Inc., that he has read the foregoing Certificate and knows the contents thereof and that the statements therein contained are true.



Terry Broderick

Sworn to before me, this
31st day of December, 1998.

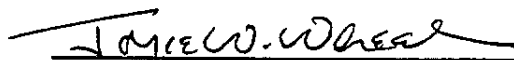


My Commission Expires August 20, 2003

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

Joyce W. Wheeler, being first duly sworn, deposes and says that she is the Vice President and Secretary of Sun Insurance Office of America Inc., that she has read the foregoing Certificate and knows the contents thereof and that the statements therein contained are true.



Joyce W. Wheeler

Sworn to before me, this
31st day of December, 1998.



My Commission Expires August 20, 2003

SHORT CERTIFICATE

**STATE OF NEW YORK
INSURANCE DEPARTMENT**

It is hereby certified that the annexed copy of the Certificate of Amendment of the Charter of SUN INSURANCE OFFICE OF AMERICA INC. (now known as ROYAL & SUNALLIANCE PERSONAL INSURANCE COMPANY), of New York, New York, as approved by this Department January 19, 1999,

has been compared with the original on file in this Department and that it is a correct transcript therefrom and of the whole of said original.

In Witness Whereof, I have hereunto set my hand and affixed the official seal of this Department at the City of Albany, this 12th day of April 1999.

Frank M. Donio

Special Deputy Superintendent

