

811311

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

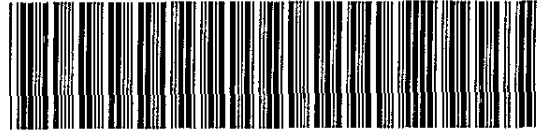
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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07/28/03--01023--005 **43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 SEP 11 PM 4:02

FILED

NC
09/11/12



July 23, 2003

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

**Re: Royal & SunAlliance Personal Insurance Company
Florida Secretary of State Document No. 811311
Name Change to AXIS Reinsurance Company**

Dear Sir or Madam:

Royal & SunAlliance Personal Insurance Company is a New York domiciled insurance company and a licensed insurance company in the state of Florida.

Effective as March 21, 2003, the New York Insurance Department approved the name change of Royal & SunAlliance Personal Insurance Company to "AXIS Reinsurance Company".

Enclosed to effectuate the name change of Royal & SunAlliance Personal Insurance Company to AXIS Reinsurance Company in the state of Florida are the following:

1. Original certified copy of the Certificate of Amendment of the Charter of Royal & SunAlliance Personal Insurance Company issued by the New York Insurance Department evidencing the name change of the Company to AXIS Reinsurance Company effective as of March 21, 2003; and
2. Our check number 2521 in the amount of \$43.75 in payment of the applicable filing fees.

Please return a Certificate of Status evidencing the name change of Royal & SunAlliance Personal Insurance Company to my attention at:

AXIS U.S. Insurance
11680 Great Oaks Way, Suite 500
Alpharetta, GA 30022

Please contact me if you have any questions or require anything additional to complete this name change. I can be reached by phone at (678) 746-9477; by fax at (678) 746-9317 or by email at denise.king@axiscapital.com.

Sincerely,


Denise A. King
Compliance Officer

Enc.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 1, 2003

DENISE A. KING
AXIS U.S. INSURANCE
11680 GRET OAKS WAY, SUITE 500
ALPHARETTA, GA 30022

SUBJECT: ROYAL & SUNALLIANCE PERSONAL INSURANCE COMPANY
Ref. Number: 811311

We have received your document for ROYAL & SUNALLIANCE PERSONAL INSURANCE COMPANY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

ENCLOSED IS THE APPLICATION THAT MUST BE SUBMITTED ALONG WITH THE CERTIFICATION.

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) 245-6880.

Karen Gibson
Document Specialist

Letter Number: 203A00044504



September 8, 2003

Ms. Karen Gibson
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

**Re: Royal & SunAlliance Personal Insurance Company
Name Change to AXIS Reinsurance Company
Your Ref. Number 811311**

Dear Ms. Gibson:

The following will respond to your letter dated August 1st. Enclosed are:

1. Completed Application originally signed by the President and Secretary of the Company;
and
2. Original certified copy of amended Charter, issued by the New York Insurance Department.

My understanding is that there are no additional filing fees due. Please let me know if anything additional will be required to complete the subject name change. I can be reached by phone at (678) 746-9477; by fax at (678) 746-9317 or by email at denise.king@axiscapital.com

Sincerely,

A handwritten signature in cursive script that reads "Denise King".

Denise King
Compliance Officer

Enc.

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)

03 SEP 11 PM 4:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Royal 3 SunAlliance Personal Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. New York 3. 1/15/1915
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? March 21, 2003
5. AXIS Reinsurance Company
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

9/8/03
Date

Michael E. Morrill, President
Typed or printed name

9/8/03
Title

SHORT CERTIFICATE

**STATE OF NEW YORK
INSURANCE DEPARTMENT**

It is hereby certified that the attached copy of Certificate of Amendment of the Charter of ROYAL & SUNALLIANCE PERSONAL INSURANCE COMPANY, of New York, New York, to change the name of the corporation to AXIS REINSURANCE COMPANY, as approved by this Department March 21, 2003,

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 here-
unto set my hand and affixed
the official seal of this Department
at the City of Albany, this
24th day of July, 2003.**



[Handwritten Signature]
Special Deputy Superintendent



STATE OF NEW YORK
INSURANCE DEPARTMENT
ONE COMMERCE PLAZA
ALBANY, NEW YORK 12257

George E. Pataki
Governor

Gregory V. Serio
Superintendent

The attached Certificate of Amendment of the Charter of ROYAL & SUNALLIANCE PERSONAL INSURANCE COMPANY, of New York, New York, filed pursuant to Section 805 of the Business Corporation Law, to effect the following:

To change the name of the Corporation to
AXIS REINSURANCE COMPANY

IS HEREBY APPROVED pursuant to Section 1206 of the New York Insurance Law.



In Witness Whereof, I have hereunto set my
hand and affixed the official seal of this
Department at the City of Albany, this
21st day of March, 2003.

Gregory V. Serio
Superintendent of Insurance

By


Special Deputy Superintendent

B

CERTIFICATE OF AMENDMENT
OF THE
CHARTER OF
ROYAL & SUNALLIANCE PERSONAL INSURANCE COMPANY

under section 805 of the Business Corporation Law and
under section 1206 of the Insurance Law

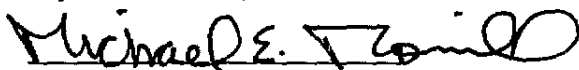
We, the undersigned, being the President and Chief Executive Officer and Senior Vice President, General Counsel and Secretary of Royal & SunAlliance Personal Insurance Company, a New York corporation (the "Corporation"), hereby certify as follows:

1. The name of the Corporation is Royal & SunAlliance Personal Insurance Company.
2. The Charter was filed with the State of New York Insurance Department on July 25, 1991.
3. The Charter is hereby amended to change the name of the Corporation to AXIS Reinsurance Company.
4. To effect the foregoing amendment, Section 1 of the Charter is hereby amended in its entirety to read as follows:

Section 1. The name of the corporation shall be AXIS Reinsurance Company.

5. The amendment was authorized by the Board of Directors of the Corporation, followed by the written consent of the sole shareholder of the Corporation.

IN WITNESS WHEREOF, the undersigned have signed this certificate of amendment on the ___ day of December, 2002.



Michael E. Morrill
President and Chief Executive Officer



Kevin G. McLean
Senior Vice President, General Counsel
and Secretary