



812231

JEFFERSON INSURANCE GROUP

MEMBER COMPANIES
JEFFERSON INSURANCE COMPANY OF NEW YORK • MONTICELLO INSURANCE COMPANY • JEFFCO MANAGEMENT COMPANY, INC.

VINCENT CELANO
SENIOR VICE PRESIDENT & SECRETARY

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

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-03/17/00--01099--001
*****35.00 *****35.00

March 15, 2000

RE: **Jefferson Insurance Company – NAIC #11630**
Corporate Name Change

Dear Sir/Madam::

Our State of domicile, New York, has now approved both the name change as well as all the requisite corporate documents pursuant to the New York Business Corporation Law and placed same on file effective **March 15, 2000**. Per your request, enclosed please find the following documentation:

1. Two copies of the Certificate of Amendment of Jefferson's Corporate Charter as certified by the New York State Insurance Department;
2. Application by Foreign Profit Corporation to file Amendment to Application for Authorization to Transact Business in Florida; and
3. Check for \$35 to cover all filing fees.

I trust that the above meets with your instructions and await for your approval to this corporate name change effective March 15, 2000.

Please do not hesitate to call either John Bowden @ 201-420-3489 or myself @ 201-420-3476 or use our toll-free #800-326-7677 with any questions.

Sincerely,

Vincent Celano
Senior Vice President/Secretary

N/C

V. SHEPARD MAR 28 2000

Cc: John Bowden

V. SHEPARD MAR 28 2000



Newport Tower • 525 Washington Boulevard • Jersey City, New Jersey 07310-1693
Telephone (201) 222-8666 • Fax (201) 222-9161



**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)**

(1-3 must be completed)

FILED
00 MAR 17 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Title

Certificate of Amendment of the Charter of

Jefferson Insurance Company of New York

Under Section 805 of the Business Corporation Law

We, the undersigned, Claus Cardinal and Vincent G. Celano, being respectively the President & CEO and Secretary of the JEFFERSON INSURANCE COMPANY OF NEW YORK, do hereby certify:

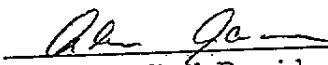
1. The name of the corporation is JEFFERSON INSURANCE COMPANY OF NEW YORK.
2. The Charter of Incorporation of said corporation was filed on March 20, 1950, in the office of the Superintendent of Insurance.
3. Article I of the corporation's Charter of Incorporation, relating to its corporate name, is amended to be effective March 15, 2000 to read:

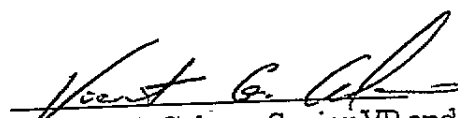
" Article I "

" The name of the corporation shall be JEFFERSON INSURANCE COMPANY".

4. The above and foregoing amendment to the Charter of Incorporation was authorized by the Board of Directors pursuant to a resolution dated October 27, 1999 and by consent of the holder of all shares of the corporation outstanding and entitled to vote thereon on October 27, 1999.

IN WITNESS WHEREOF we have made, subscribed and acknowledged this certificate this 28th day of JANUARY, 2000.

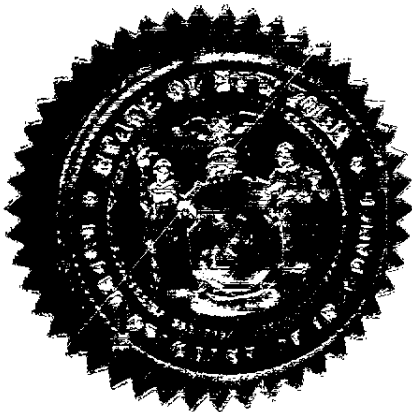

Claus Cardinal, President & CEO


Vincent G. Celano, Senior VP and
Secretary

SHORT CERTIFICATE

**STATE OF NEW YORK
INSURANCE DEPARTMENT**

It is hereby certified that the annexed copy of Certificate of Amendment of the Charter of JEFFERSON INSURANCE COMPANY OF NEW YORK, of New York, New York, to change the name of the corporation to JEFFERSON INSURANCE COMPANY, as approved by this Department February 1, 2000 pursuant to Section 1206 of the New York Insurance Law, to be effective March 15, 2000, 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
8th of March, 2000.**

Frank M. D'Amico
Special Deputy Superintendent

STATE OF NEW JERSEY)

COUNTY OF HUDSON)

SS.:

On the day of , 2000, before me personally

came VINCENT G. CELANO to me known, and known to me to be one of the persons described in, and who executed, the foregoing certificate, and he duly acknowledged to me that he executed the same.

Paul Baker

Notary Public

Notary Public
An Attorney at Law
of the State of New Jersey

STATE OF NEW JERSEY)
) ss.:
COUNTY OF HUDSON)

On the day of , 2000, before me personally
came CLAUS CARDINAL to me known, and known to me to be one of the persons
described in, and who executed, the foregoing certificate, and he duly
acknowledged to me that he executed the same.



Notary Public

An Attorney at Law of
the State of New Jersey