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STROOCK

By Federal Express

September 13, 2002

David O. Davies
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Ms. Louise Jackson
Amendment Section
Division of Corporations
Florida Department of State
P.O. Box 6327
409 East Gaines Street
Tallahassee, FL 32399

200007833552--6
-09/18/02--01041--011
*****35.00 *****35.00

Re: The Yasuda Fire & Marine Insurance Company of America
Name Change to Sompo Japan Insurance Company of America
("Sompo Japan America")
Our File No. 699001-0013

Dear Ms. Jackson:

This is a follow-up to our recent conversation and filing requirements (copy enclosed) that were sent to us. As you will note, Sompo Japan Insurance Company of America (Document Number 82500) is entered into your system.

In accordance with your requirements, enclosed please find the following:

1. A properly executed "Profit Corporation – Application by Foreign Profit Corporation to File Amendment to Application to Transact Business in Florida."
2. Sompo Japan America's New York Insurance Department Certified Amended Restated Certificate of Incorporation showing that the name was changed from The Yasuda Fire & Marine Insurance Company of America to Sompo Japan Insurance Company of America; and
3. A thirty-five dollars (\$35.00) check made payable to the Department of State to cover the filing fees associated with this amendment.

*Name Change
LFT 9-18-2002*

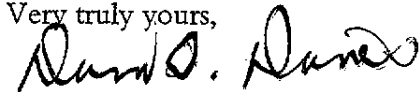
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 SEP 16 PM 2:46

Ms. Louise Jackson
Florida Department of State
September 13, 2002
Page 2

We respectfully request that you issue a Certificate of Compliance showing the company's name to be "Sompo Japan Insurance Company of America."

Should you have any questions or require additional information, please do not hesitate to contact me.

Very truly yours,



David O. Davies
Legal Assistant

DOD:eh
Enclosures

cc: Mikio Okumura
Robert DeVito
John R. Murphy

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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 SEP 16 PM 2:47

1. The Yasuda Fire & Marine Insurance Company of America
Name of corporation as it appears on the records of the Department of State.
2. New York 3. September 17, 1970
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? July 1, 2002
5. Sompo Japan Insurance Company of America
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

Robert DeVito
Signature

9/11/02
Date

Robert DeVito
Typed or printed name

Senior Vice President
Title

Short Certificate

**STATE OF NEW YORK
INSURANCE DEPARTMENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2002 SEP 16 PM 2:47

It is hereby certified that the annexed copy of Certificate of Amendment of the Amended Restated Certificate of Incorporation of YASUDA FIRE & MARINE INSURANCE COMPANY OF AMERICA, of New York, New York, to change the name of the corporation to SOMPO JAPAN INSURANCE COMPANY OF AMERICA, as approved by this Department June 14, 2002, effective July 1, 2002, pursuant to Section 1206 of the New York Insurance Law,

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 1st day of July, 2002.

Salvatore Castiglione
Special Deputy Superintendent

**CERTIFICATE OF AMENDMENT
OF
THE AMENDED RESTATED CERTIFICATE OF INCORPORATION
OF
THE YASUDA FIRE & MARINE INSURANCE COMPANY OF AMERICA
UNDER SECTION 805
OF
THE BUSINESS CORPORATION LAW**

We, the undersigned Tatsujiro Yonekura and Robert DeVito of The Yasuda Fire & Marine Insurance Company of America (the "Corporation"), a corporation incorporated under the laws of the State of New York, DO HEREBY CERTIFY THAT:

1. The name of the Corporation is The Yasuda Fire & Marine Insurance Company of America. The name under which the Corporation was formed was Federation Insurance Company.

2. The Corporation's Certificate of Incorporation was filed with the New York State Insurance Department on August 9, 1962.

3. The Corporation's Amended Restated Certificate of Incorporation is hereby amended to change the Corporation's name to Sompo Japan Insurance Company of America.

4. Paragraph I of the Corporation's Amended Restated Certificate of Incorporation is hereby amended to read in its entirety as follows:

I. The name of the corporation is Sompo Japan Insurance Company of America.

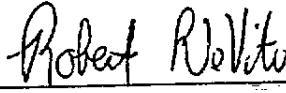
5. This Amendment to the Amended Restated Certificate of Incorporation was duly authorized by the Board of Directors of the Corporation on April 29, 2002 and by the written consent of the sole shareholder of the outstanding common stock of the Corporation on April 30, 2002.

IN WITNESS WHEREOF, we have signed this Amendment to the Amended Restated Certificate of Incorporation of Yasuda Fire & Marine Insurance Company of America on this 3rd day of May, 2002, and affirm that all statements contained herein are true under the penalties of perjury.

The Yasuda Fire & Marine Insurance Company of America

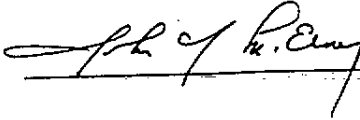
By: 

Title: President and Chief Executive Officer

By: 

Title: Senior Vice President

Attest:



Secretary