

KEMPER

Reinsurance Companies

829053

1 Kemper Drive
Long Grove, IL
60049-0015

847/320-2600
FAX 847/320-2014

March 9, 1999

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

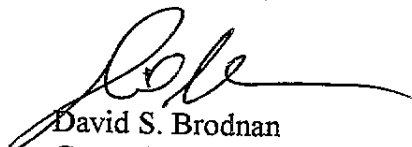
Re: Name Change of Kemper Reinsurance Company

Dear Sir or Madam:

Enclosed please find (1) amended Articles of Incorporation; (2) Illinois Certificate of Authority; (3) Application for Amendment; and (4) \$96.25 check made payable to the Department of State. Please know that on February 3, 1999 the Director of the Illinois Insurance Department approved our name change to **GE Reinsurance Corporation**. We were advised by the Florida Department of Insurance that we must receive the Certificate of Status from your department in order for us to receive our amended Certificate of Authority from Florida.

Please advise us should you need anything further and thank you for your assistance in this matter.

Very truly yours,


David S. Brodnan
General Counsel

DSB/sav
Enclosures
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NC
DS

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-03/12/99-01050-010
*****96.25 *****52.50

FILED
99 APR 12 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Foreign Office locations
Liege, Belgium

London, England

Sydney, Australia

Singapore

North York, Ontario, Canada



GE Reinsurance

GE Reinsurance Corporation
1 Kemper Drive
Long Grove, IL 60049-0015

April 5, 1999

Mr. Doug Spitler
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Kemper Reinsurance Company Reinstatement**
Ref No. 829053; Letter No. 599A00013551

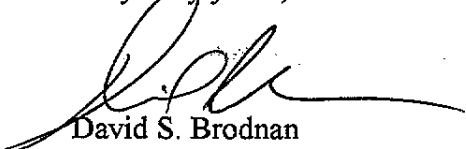
Mr. Spitler:

Enclosed please find our check in the amount of \$2,972.50 which is broken down for \$2,963.75 for reinstatement costs and \$8.75 for one (1) Certificate of Status. I am also enclosing your letter of March 19, 1999, fully executed Application for Reinstatement, our Amendment application for the name change of Kemper Re, and Articles of Incorporation. Our records indicate that the check of \$96.25 sent for the amendment of our name has been retained by your Department.

Please advise if you should need anything further to reinstate our corporation and/or change our name.

Thank you for your cooperation in this matter.

Very truly yours,


David S. Brodnan
General Counsel

DSB/sav
Enclosures

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 19, 1999

KEMPER REINSURANCE COMPANIES
ATTN: DAVID S. BRODNAN
1 KEMPER DRIVE
LONG GROVE, IL 60049-0015

D. S. BRODNAN
MAR 23 1999
KRe LEGAL DEPT.

SUBJECT: KEMPER REINSURANCE COMPANY
Ref. Number: 829053

We have received your document for KEMPER REINSURANCE COMPANY and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1974 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application/annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600.00 reinstatement fee, \$61.25 filing fee per year for the years 1974 through the current year, \$88.75 corporate supplemental fee for 1992 and every year thereafter.

Therefore, the total amount due to reinstate the corporation is \$2963.75. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 1999 Annual Report and Supplemental Fee.

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) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 599A00013551

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
99 APR 12 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Kemper Reinsurance Company
Name of corporation as it appears on the records of the Department of State.
2. Illinois 3. 12/19/72
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? 2-3-99

5. GE Reinsurance Corporation
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

David S. Brodnan

Typed or printed name

March 9, 1999

Date

Secretary and General Counsel

Title



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date: FEB 18 1999 Not Shapo
Director of Insurance

AMENDED CERTIFICATE OF AUTHORITY

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE



Whereas, the GE Reinsurance Corporation
(Formerly Kemper Reinsurance Company)

located at Long Grove, Lake County, in the State of ILLINOIS
has complied with all the requirements of the "ILLINOIS INSURANCE CODE" applicable to
said Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois, do
hereby authorize the said Company to transact its appropriate business as set forth under
Clause(s) _____

(a), (b), (c), (d), (e), (f), (g), (h), (i), (j), (k) of Class 2

(a), (b), (c), (d), (e), (f), (g), (h), (i) of Class 3

of Section 4 of the "ILLINOIS INSURANCE CODE" in this State, in accordance with the
laws thereof.



In Testimony Whereof,

I hereto set my hand and cause to be affixed the Seal of my office.

Done at the City of Springfield, this 3rd
day of February, 1999

Nat Shapo
Nathaniel S. Shapo, Director of Insurance



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date: FEB 18 1999 Nat Shapo
Director of Insurance

**AMENDED ARTICLES OF INCORPORATION
OF
GE REINSURANCE CORPORATION**

Article 1. The name of the corporation shall be GE Reinsurance Corporation.

Article 2. The location of the principal office shall be Long Grove, Lake County, State of Illinois.

Article 3. The purpose for which the corporation is formed is to engage in the following kinds of insurance and reinsurance business as defined in the Illinois Insurance Code:

- a. Accident and Health. Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.
- b. Vehicle. Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft.
- c. Liability. Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.
- d. Workmen's Compensation. Insurance of the obligations accepted by or imposed upon employers under laws for workmen's compensation.
- e. Burglary and Forgery. Insurance against loss or damage by burglary, theft, larceny, robbery, forgery, fraud or otherwise; including all householders personal property floater risks.
- f. Glass. Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.
- g. Fidelity and Surety. Become surety or guarantor for any person, co-partnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, co-partnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds.
- h. Miscellaneous. Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus

connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated under Class 3 of this section) to such sprinkler, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hirings.

- i. Other Casualty Risks. Insurance against any other casualty risk not otherwise specified under Classes 1 or 3 of Section 4 of the Illinois Insurance Code which may lawfully be the subject of insurance and may properly be classified under Class 2 of said Section 4.
- j. Contingent Losses. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any one of the causes enumerated under Class 2 of Section 4 of the Illinois Insurance Code.
- k. Livestock and Domestic Animals. Insurance against mortality, accident and health of livestock and domestic animals.
- l. Fire. Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.
- m. Elements. Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.
- n. War, Riot and Explosion. Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed, or maintained by the insured).
- o. Marine and Transportation. Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind, (excluding vehicles operating under their own power or while in storage not incidental to transportation) as well

as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, trans-shipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance, or use of the subject matter of such insurance, (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurance against loss by reason or bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

- p. Vehicle. Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.
- q. Property Damage, Sprinkler Leakage and Crop. Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform, or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance

against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

- r. Other Fire and Marine Risks. Insurance against any other property risk not otherwise specified under Classes 1 or 2 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 3 of said Section 4.
- s. Contingent Losses. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated under Class 3 of Section 4 of the Illinois Insurance Code.
- t. Legal Expense Insurance. Insurance against risk resulting from the cost of legal services which involves the assumption of a contractual obligation to reimburse the beneficiary against or pay on behalf of the beneficiary, all or a portion of the fees, costs, or expenses related to or arising out of services performed by or under the supervision of an attorney licensed to practice in the jurisdiction wherein the services are performed.

Article 4. The authorized capital shall be \$25,000,000 to consist of 5,000,000 common shares of a par value of \$5.00 each, of which at least 670,000 common shares are to be issued and sold in accordance with Article II of the Illinois Insurance Code to provide a minimum of \$3,350,000 paid-up capital and \$6,700,000 paid-in surplus. The common shares issued and outstanding may be increased from time to time within the limits of the capital authorized by this Article, in accordance with the provisions of the Illinois Insurance Code which relate thereto.

Article 5. The corporate powers shall be exercised by a board of directors, not less than three nor more than twenty-one in number, elected by the stockholders of the corporation at the first meeting held following incorporation and, thereafter, to be elected by the stockholders of the corporation at the annual meeting. The number of directors to be elected within the minimum and maximum limits set forth herein, shall be provided in the bylaws, and the number of directors may be increased or decreased from time to time by amendment to the bylaws. In all elections for directors, each stockholder shall have the right to vote in person or by proxy the number of shares owned by him for as many persons as there are directors to be elected or to cumulate such shares and give one candidate as many votes as the number of directors multiplied by the number of shares of stock shall equal, or to distribute them on the same principle among as many candidates as he may desire. A director shall serve for a term of one year and until his successor is duly elected and qualified except that directors elected by the stockholders at the first meeting following incorporation shall serve until the first annual meeting of stockholders. The stockholders at any regular or special meeting may fill any vacancy in the board of directors for the unexpired term.

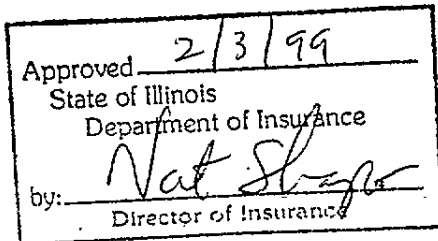
Article 6. The board of directors shall adopt bylaws for its own government and for the government of the business of the corporation. The company may issue both participating and non-participating policies. The board of directors shall have power to determine the amount and manner of payment of dividends to the holders of participating policies. Such dividends shall be in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the board of directors, which shall have power to adopt any bylaws pertaining to such declaration and payment which in the judgment of the said board of directors seem necessary or desirable.

Article 7. The fiscal year shall commence January first and terminate December thirty-first of each year.

Article 8. The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto subscribed our names and caused the seal of GE Reinsurance Corporation to be affixed at Long Grove, Illinois, this 21st day of January, 1999.

[SEAL]



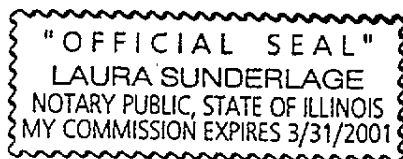
James R. Miller
President

David S. Brodnan
Secretary

STATE OF ILLINOIS)
) SS.
COUNTY OF LAKE)

I, Laura J. Sunderlage, a notary public in and for the county and state aforesaid, do hereby certify that James R. Miller and David S. Brodnan personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their free and voluntary acts for the purposes herein set forth.

Given under my hand and notarial seal this 21st day of January, 1999.



Laura Sunderlage
Notary Public

My Commission expires: 3/31/2001