



841425

PROGRAM BUSINESS
Express Mail
Return Receipt

November 9, 2000

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

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-11/14/00--01013--010
*****61.50 *****61.50

Subject: AXA Re America Insurance Company (Formerly: USF Re Insurance Company)
Redomestication from Massachusetts to Delaware and Name Change
Both Effective April 26, 2000

Dear Sir or Madam:

We wish to obtain a Certificate from the Florida Secretary of State acknowledging the filing of Amended Charter Documents. In addition please send Certified Copy of the Amended Charter Documents and Certificate of Status. We have included the appropriate fees in our check for \$61.50.

As per your request please find enclosed the following items:

1. Check made payable to the Department of State, Amendment Section Division of Corporations in the amount of \$61.50 covering Company's filing fees as follows:

Filing Fee	\$35.00
Certified Copy	\$ 8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50) \$1 x 9 pgs. = \$9.75
	\$17.75
Certificate of Status	\$ 8.75
Total	<u>\$61.50</u>

*Maria Quastano
gave author to
make author to do
this in FL
on 11/27/00*

FILED
NOV 13 PM 5:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ac 11/27
n/c*



PROGRAM BUSINESS

2. Certified Charter Documents
3. Application By Foreign Profit Corporation to File Amendment To Application for Authorization to Transact Business In Florida
4. The contact person is Maria Quartarno. The telephone number is (212) 493-9331

If you have any questions I can be reached at (212) 493-9331.

Sincerely,

Maria Quartarno

Maria Quartarno

Manager State Relations and Compliance

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)

1. USF Re Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Massachusetts 3. 9-12-1978
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? April 26, 2000
AXA Re America Insurance Company
5. AXA Re America Insurance 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.
Delaware
New Jurisdiction
- Michael J. Sullivan 11/2/00
Signature Date
- Michael J. Sullivan Vice President, State Relations and Compliance
Typed or printed name Title

FILED
00 NOV 13 PM 5:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware



DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER

841 SILVER LAKE BLVD.
DOVER, DELAWARE 19904-2465
(302) 739 - 4251
FACSIMILE (302) 739 - 5280

Department of Insurance

CERTIFIED CHARTER DOCUMENTS

I, DONNA LEE H. WILLIAMS, Insurance Commissioner of the State of Delaware, do hereby certify that the attached corporate charter documents of the

**AXA RE AMERICA INSURANCE COMPANY
(f/k/a USF RE INSURANCE COMPANY),**

consisting of a Certificate of Incorporation, Certificate of Domestication and Restated Certificate of Incorporation filed with the Delaware Secretary of State on April 26, 2000, and a Certificate of Change of Registered Agent and Registered Office filed on June 14, 2000, are true and correct copies of the documents on file with this Department.

IN WITNESS WHEREOF, I HAVE HEREUNTO
SET MY HAND AND AFFIXED THE OFFICIAL
SEAL OF THIS DEPARTMENT AT THE CITY
OF DOVER, THIS 27TH DAY OF JUNE, 2000.

Donna Lee H. Williams

DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER

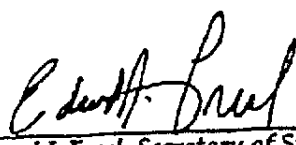
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "USF RE INSURANCE COMPANY" FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF APRIL, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 0410057

3220452 8100D

CERTIFICATE OF INCORPORATION
OF

USF RE INSURANCE COMPANY

AXA Re America Insurance Company (the "Corporation") was originally incorporated in the Commonwealth of Massachusetts under the name "Massachusetts Plate Glass Insurance Company" on August 15, 1919, by the filing of Articles of Organization with the Massachusetts Insurance Commissioner, as amended by all of the various amendments filed in Massachusetts prior to the date of this Certificate of Incorporation, and by this Certificate. The name of the Corporation was changed to "USF Re Insurance Company" on April 9, 1987. Upon its redomestication from Massachusetts to Delaware, the Corporation will change its name from "USF Re Insurance Company" to "AXA Re America Insurance Company". This Certificate of Incorporation incorporates all of the provisions of the prior Articles of Organization, as amended and filed, and becomes the Corporation's Delaware Certificate of Incorporation upon the filing with the Secretary of State of the State of Delaware of the Corporation's Certificate of Domestication to which this Certificate is an attachment.

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

ARTICLE I

The name of this Corporation is USF Re Insurance Company.

ARTICLE II

The place in Massachusetts where the Corporation's principal office is to be located in Two Liberty Square, Boston, Massachusetts 02109.

ARTICLE III

The name and mailing address of the incorporator is as follows:

Robert Lippincott III
AXA Reinsurance Company

17 State Street
New York, NY 10017

ARTICLE IV

The address of the registered office of the Corporation is c/o the Corporation Service Company, 1013 Centre Road, the City of Wilmington, County of New Castle, State of Delaware 19805. The name of the registered agent at such address is the Corporation Service Company.

ARTICLE V

The Corporation is constituted for the purpose of transacting on the participating or non-participating stock plan, the kinds of insurance now or hereafter described in or permitted by Clauses 1st, 2nd, 5th, 6th, 7th, 8th, 9th, 12th, 14th, 15th and 17th of Section 47 of Chapter 175 of the General Laws of the Commonwealth of Massachusetts, and any Acts or Amendments thereof, or in addition thereto, and such other kinds of insurance as may be permitted now or hereafter to be transacted by insurance corporations organized or authorized to transact any of the kinds of insurance now or hereafter described in or permitted by the said Clauses of Section 47, and including any form of insurance which may be permitted by Paragraph (g) of Section 51 of said Chapter 175, and any acts in amendment thereof or in addition thereto; thus including the authority, pursuant to the said Clauses of Section 47; and, including further, pursuant to the provisions of Section 34B of said Chapter 175, authority, except with respect to policies of life and endowment insurance and contracts for the payment of annuities and pure endowments, to reinsure risks of every kind or description and to write any and all kinds of insurance other than said policies of life and endowment insurance and contracts for the payment of annuities and pure endowments; and, including, pursuant to the provisions of Paragraph (g) of said Section 51, authority to write such other form or forms of insurance coverage not included in the provisions of said Section 47 and not contrary to law as the Commissioner of Insurance, in his discretion, may authorize and license and subject to such terms and conditions as he may from time to time prescribe.

ARTICLE VI

The total number of shares of stock which the Corporation shall have authority to issue is fifty-five thousand (55,000) shares of common stock, with sixty dollars (\$60.00) par value.

ARTICLE VII

The time of the commencement of this Corporation shall be August 15, 1919, the day the Certificate of Incorporation was issued by the Secretary of the Commonwealth of the Commonwealth of Massachusetts, and its existence shall be perpetual.

ARTICLE VIII

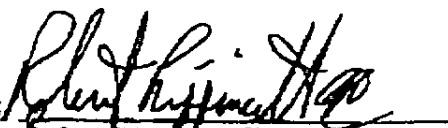
A director of this Corporation shall not be liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the director derived an improper benefit, or (iv) to the extent that the elimination or limitation of such liability is not permitted under applicable law as in effect when such breach occurred. No amendment or repeal of this provision shall deprive a director of the benefits hereof with respect to any act or omission occurring prior to such amendment or repeal.

ARTICLE IX

This duly adopted Delaware Certificate of Incorporation supersedes the original Articles of Organization and all amendments thereto filed with the Insurance Commissioner or Secretary of the Commonwealth of the Commonwealth of Massachusetts.

IN WITNESS WHEREOF, the undersigned, President of AXA Reinsurance Company does hereby certify that the directors of the Corporation have adopted the foregoing Amended and Restated Articles of Organization as the Certificate of Incorporation of the Corporation of the State of Delaware and further certifies that this is the act and deed of the undersigned and that the facts herein stated are true, this 35th day of April, 2000.

AXA Reinsurance Company..

By: 
Robert Lippincott III
President

Attested by:


Marybeth Reynolds
Secretary

[corporate seal]

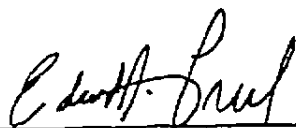
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DOMESTICATION OF "USF RE INSURANCE COMPANY", A UNITED STATES CORPORATION, FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF APRIL, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

3220452 8100D

001213967

AUTHENTICATION: 0410057

DATE: 05-01-00

**CERTIFICATE OF DOMESTICATION
OF
USF RE INSURANCE COMPANY**

WHEREAS, USF Re Insurance Company (the "Corporation") was originally incorporated in the Commonwealth of Massachusetts under the name "Massachusetts Plate Glass Insurance Company" on August 15, 1919, with a continuous date of incorporation of August 15, 1919 and has continued to actively conduct its business as a Massachusetts domiciled insurance corporation until the date of the filing of this certificate; and

WHEREAS, the Corporation now desires to transfer its corporate domicile and its principal place of business from the Commonwealth of Massachusetts to the State of Delaware and to redomesticate in the State of Delaware as a Delaware domiciled insurance corporation pursuant to 18 Del. C. § 4946, and to change its name from "USF Re Insurance Company" to "AXA Re America Insurance Company;" and

WHEREAS, the Division of Insurance of the office of Consumer Affairs and Business Regulation of the Commonwealth of Massachusetts and the Departments of Insurance of the State of Delaware have reviewed this proposed transfer of domicile and have both issued orders approving the said redomestication of the Corporation from the Commonwealth of Massachusetts to the State of Delaware, and the Department of Insurance of the State of Delaware has approved the proposed name change; and

WHEREAS, it is necessary to formalize this redomestication by filing with the Delaware Secretary of State, this Certificate of Domestication and the attached copy of the Corporation's Certificate of Incorporation and Restated Certificate of Incorporation.

NOW, THEREFORE, the President and the Secretary of the Corporation do hereby certify as follows:

1. The Corporation was originally incorporated as a corporation in the Commonwealth of Massachusetts under the name "Massachusetts Plate Glass Insurance Company" on August 15, 1919, with a continuous date of incorporation of August 15, 1919. The name of the Corporation was changed to "USF Re Insurance Company" on April 9, 1987.
2. The current name of the Corporation is "AXA Re America Insurance Company" and this is the name set forth in its attached Certificate of Incorporation and Restated Certificate of Incorporation.
3. The Corporation's domicile and registered office has been in the Commonwealth of Massachusetts prior to filing this Certificate of Domestication, but will be located at c/o

Corporation Service Company, 1013 Centre Road, City of Wilmington, County of Newcastle, State of Delaware 19805, after the filing of this Certificate.

4. The address of the principal place of business of the Corporation is 17 State Street, New York, New York, 10017.

5. The Corporation shall be domesticated with the State of Delaware upon the filing of this Certificate and shall thereafter be subject to all the applicable provisions of Delaware law and the existence of the Corporation shall be deemed to have commenced on the date the Corporation is considered to have commenced its existence in the Commonwealth of Massachusetts which is August 15, 1919.

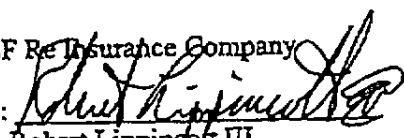
6. The domestication of the Corporation to Delaware shall not be deemed to affect any obligations or liabilities of the Corporation incurred prior to this domestication.

7. The effective date of this Certificate shall be the day on which it is filed with the Secretary of the State of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Domestication has been signed under the seal of the Corporation this 25th day of April, 2000.

USF Re Insurance Company

By:


Robert Lippincott III
President

Attested by:


Marybeth Reynolds
Secretary

[Corporate Seal]

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "USF RE INSURANCE COMPANY", CHANGING ITS NAME FROM "USF RE INSURANCE COMPANY" TO "AXA RE AMERICA INSURANCE COMPANY", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF APRIL, A.D. 2000, AT 9:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

3220452 8100

001213974

AUTHENTICATION: 0410075

DATE: 05-01-00

RESTATED CERTIFICATE OF INCORPORATION

OF

AXA RE AMERICA INSURANCE COMPANY

AXA Re America Insurance Company, a corporation organized and existing under the laws of the State of Delaware (the "Corporation") as of the effective date of this Certificate, hereby certifies as follows:

1. The Corporation was originally incorporated in the Commonwealth of Massachusetts under the name "Massachusetts Plate Glass Insurance Company" and the name of the Corporation while domiciled in Massachusetts was subsequently changed to "USF Fe Insurance Company." The original Articles of Organization of the Corporation were filed with the Massachusetts Insurance Commissioner on August 15, 1919 and subsequently filed with the Secretary of the Commonwealth of the Commonwealth of Massachusetts. A number of amendments have thereafter been made to the original Articles of Organization of the Corporation by means of various Articles of Amendments, all of which were also filed in the Commonwealth of Massachusetts.

2. The Corporation has been redomesticated from the Commonwealth of Massachusetts to the State of Delaware as of the effective date of this Certificate, pursuant to Section 4946 of the Delaware Insurance Code (18 Del. C. §4946) and all other applicable provisions of the Delaware and Massachusetts law and a Certificate of Incorporation incorporating all of the provisions of the prior Articles of Organization as amended and filed with the Massachusetts Insurance Commissioner and/or the Secretary of the Commonwealth of the Commonwealth of Massachusetts has today been filed as the Delaware Certificate of Incorporation of the Corporation to implement the Corporation's domestication to Delaware. The Corporation now is filing this Restated Certificate of Incorporation to replace that Delaware Certificate of Incorporation and to change the name of the Corporation to "Axa Re America Insurance Company."

3. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation restates and integrates and further amends the provisions of the original Massachusetts Articles of Organization as previously amended and becomes the Certificate of Incorporation of the Corporation.

The text of the Articles of Organization as heretofore filed with the Massachusetts Insurance Commissioner and/or, the Secretary of the Commonwealth of the Commonwealth of Massachusetts as amended or supplemented in Massachusetts, is hereby restated and further amended and reads in its entirety as follows:

RESTATED CERTIFICATE OF INCORPORATION
OF
AXA RE AMERICA INSURANCE COMPANY

- FIRST:** The name of the corporation shall be AXA Re America Insurance Company (the "Corporation").
- SECOND:** The address of the registered office of the Corporation is c/o Corporation Service Company, 1013 Centre Road, the City of Wilmington, County of New Castle, State of Delaware 19805. The name of the registered agent as such address is the Corporation Service Company.
- THIRD:** The nature of the business or purposes to be conducted or promoted is:

To transact the business of insurance and to engage in reinsurance with respect thereto; also to engage in any business activity reasonably and necessarily incidental thereto and in any other lawful act or activity permitted under the laws of the State of Delaware.
- FOURTH:** The total number of shares of common stock which the Corporation shall have authority to issue is fifty-five thousand (55,000) with a par value of sixty dollars (\$60.00) per share.
- FIFTH:** In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the By-laws of the Corporation.
- SIXTH:** Elections of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.
- SEVENTH:** Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court

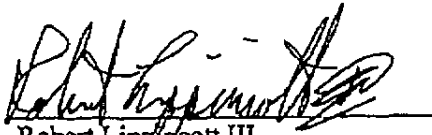
directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

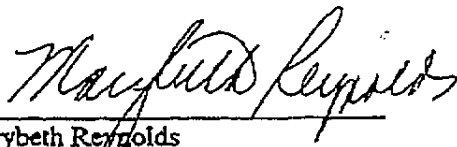
NINETH: No director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been signed
under the seal of the Corporation this 25th day of April, 2000.

AXA Re America Insurance Company

By: 
Robert Lippincott III
President

Attested by:


Marybeth Reynolds
Secretary

[corporate seal]

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CHANGE OF REGISTERED AGENT OF "AXA RE AMERICA INSURANCE COMPANY", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF JUNE, A.D. 2000, AT 2 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3220452 8100

001302746

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0498116

AUTHENTICATION:

06-15-00

CERTIFICATE OF CHANGE
OF
REGISTERED AGENT AND REGISTERED OFFICE
OF

AXA RE AMERICA INSURANCE COMPANY

AXA Re America Insurance Company, a corporation organized and existing under the laws of the State of Delaware (the "Corporation") as of the effective date of this Certificate, hereby certifies as follows:

1. The present registered office of the Corporation is c/o Corporation Service Corporation, 1013 Centre Road, City of Wilmington, County of New Castle, State of Delaware 19805. The name of the registered agent is the Corporation Service Corporation.

2. The Executive Committee of the Board of Directors of the Corporation adopted, pursuant to Sections 133, 141(c)(2) and 141(f) the General Corporation Law of the State of Delaware, the following resolutions as of June 12, 2000:

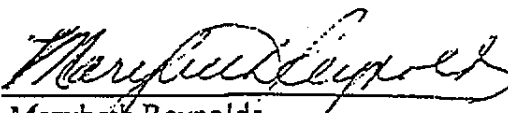
BE IT RESOLVED, that the registered office of the Corporation in the state of Delaware is changed to c/o Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle; and be it

FURTHER RESOLVED that the authorization of the present registered agent of the Corporation be and the same is hereby withdrawn, and the Corporation Trust Company shall be and is hereby constituted and appointed the registered agent of the Corporation at the address of its registered office; and be it

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, and each of them hereby is, authorized, empowered and directed to execute such documents, pay all such fees and do or cause to be done such other acts and things as any of them may deem necessary or proper in order to carry out and to fully effectuate the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 12th
day of June, 2000.

AXA Re America Insurance Company

By: 
Marybeth Reynolds
Secretary