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07 MAR 20 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FFNC OM  
3-20-07

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** AXA Re America Insurance Company  
(Name of Corporation)

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Linda Gross

(Name of Contact Person)

AXA Re America Insurance Company

(Firm/Company)

17 State Street

(Address)

New York, NY 10004

(City/State and Zip Code)

For further information concerning this matter, please call:

Linda Gross

(Name of Contact Person)

at ( 212 ) 658-8743

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

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

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**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)**

\_\_\_\_\_  
(Document number of corporation (if known))

1. AXA Re America Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. May 4, 1979

(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 law of its jurisdiction of incorporation? February 9, 2007

5. PARIS 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)

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TALLAHASSEE, FLORIDA

\_\_\_\_\_  
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

\_\_\_\_\_  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Susan B. Wilcher

(Typed or printed name of person signing)

Sr. Vice Pres. & Secretary

(Title of person signing)

# Delaware

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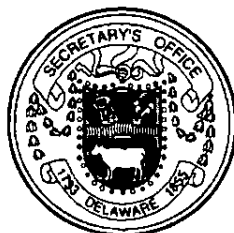
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AXA RE AMERICA INSURANCE COMPANY", CHANGING ITS NAME FROM "AXA RE AMERICA INSURANCE COMPANY" TO "PARIS RE AMERICA INSURANCE COMPANY", FILED IN THIS OFFICE ON THE NINTH DAY OF FEBRUARY, A.D. 2007, AT 12 O'CLOCK P.M.

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

3220452 8100

070148622



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5424798

DATE: 02-12-07

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:00 PM 02/09/2007  
FILED 12:00 PM 02/09/2007  
SRV 070148622 - 3220452 FILE

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of \_\_\_\_\_

AXA RE AMERICA INSURANCE COMPANY

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" and "Second" so that, as amended, said Article shall be and read as follows:

FIRST: The name of the corporation shall be PARIS RE America Insurance Company ("the Corporation").

SECOND: The address of the registered office of the Corporation is c/o The Corporation Trust Company, 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware 19801. The name of the registered agent at such address is the Corporation Trust Company.

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, said corporation has caused this certificate to be signed this 31st day of January, 2007.

By:   
Authorized Officer

Title: Sr. Vice President & Secretary

Name: Susan B. Wilcher  
Print or Type