

850502

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

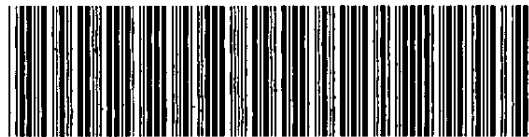
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 JUL -7 PM 2:25

FILED

T. Roberts JUL 09 2008



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 25, 2008

MARISSA T. JONES
STARR UNDERWRITING AGENCIES, LLC
90 PARK AVE, 7TH FLOOR
NEW YORK, NY 10016

SUBJECT: REPUBLIC INSURANCE COMPANY
Ref. Number: 850502

We have received your document for REPUBLIC INSURANCE COMPANY and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of authorization to transact business in Florida must be contained in the document.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 308A00038284

Starr Indemnity & Liability Company
90 Park Avenue, 7th Floor
New York, NY 10016

July 7, 2008

Via Overnight Delivery
Tina Roberts, Regulatory Specialist II
Florida Department of State, Division of Corporations
Clinton Building
2661 Executive Center Circle
Tallahassee, FL 32301


Re: Republic Insurance Company
Reference No: 850502

Dear Ms. Roberts:

I am writing to you today in response to your letter dated June 25, 2008, Letter Number: 308A00038284. (A copy has been provided for your reference.) Enclosed please find a copy of Republic Insurance Company's Florida Certificate of Authority along with a Company information sheet obtained from the Florida Department of Financial Services Website.

If any additional information is required, you may contact me at 646-227-6477 or via email at marissa.jones@cvstarco.com. Thank you in advance for your help with this matter.

Sincerely,



Marissa T. Jones
Associate Counsel
Starr Underwriting Agencies, LLC
90 Park Avenue, 7th Floor
New York, NY 10016

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Starr Indemnity & Liability 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:

Marissa T. Jones
(Name of Contact Person)

Starr Underwriting Agencies, LLC
(Firm/Company)

90 Park Ave., 7th Floor
(Address)

New York, NY 10016
(City/State and Zip Code)

For further information concerning this matter, please call:

Marissa Jones at (646) 227-6477
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|--|
| <input type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$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. Republic Insurance Company

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

2. Dallas, Texas

(Incorporated under laws of)

3. 9-28-81

(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? December 28, 2007

5. Starr Indemnity & Liability 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)

(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.

Not Applicable

(New duration)

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

Not Applicable

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Jeffrey M. Harper
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

JEFFREY M. HARPER

(Typed or printed name of person signing)

Vice President

(Title of person signing)

FILED
08 JUL -7 PM 2:25
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**Texas Department of Insurance**

Financial, Company Licensing & Registration, Mail Code 305-2C
333 Guadalupe • P. O. Box 149104, Austin, Texas 78714-9104

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.


Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

Amendment to the Restated Articles of Incorporation of REPUBLIC INSURANCE COMPANY, Dallas, Texas, changing the name of the company to STARR INDEMNITY & LIABILITY COMPANY, along with Commissioner's Order No. 17-1185 dated December 28th, 2007, altogether consisting of four (4) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 15th day of April 2008.

MIKE GEESLIN
COMMISSIONER OF INSURANCE

BY:


Jeff Hunt, Admissions Officer
Company Licensing & Registration Division
Order No. 01-0692

ARTICLES OF AMENDMENT TO
THE RESTATED ARTICLES OF INCORPORATION
OF
REPUBLIC INSURANCE COMPANY

Pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act and Chapter 822.155 of the Texas Insurance Code, the undersigned corporation adopts the following Articles of Amendment to the Restated Articles of Incorporation of Republic Insurance Company which amendment has the effect of changing the name of the corporation:

ARTICLE I

The name of the Corporation is Republic Insurance Company.

ARTICLE II

The following amendments to the Restated Articles of Incorporation were adopted by the sole shareholder of the corporation by written consent on the 8th day of October, 2007.

Amendment

Article I of the Restated Articles of Incorporation of Republic Insurance Company is hereby amended so as to hereafter read as follows:

The name of the corporation is Starr Indemnity & Liability Company.

ARTICLE III

The number of shares of the corporation outstanding at the time of such adoption was 1,070,000, consisting of 1,000,000 shares of voting common stock and 70,000 shares of non-voting preferred capital stock. The number of shares entitled to vote thereon was 1,000,000.

ARTICLE IV

The holder of all of the shares outstanding and entitled to vote on said amendment has signed a consent approving said amendment.

ARTICLE V

The amendment does not provide for any exchange, reclassification or cancellation of issued shares.

DATED: October 8, 2007.

REPUBLIC INSURANCE COMPANY

BY: Richard N. Shaak

Name: Richard N. Shaak

Title: President

BY: Bertil P. Lundqvist

Name: Bertil P. Lundqvist

Title: Secretary