

F00000004592

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Swiss Re Life & Health America Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",  
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation  
to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Joseph R. Beattie  
(Name of Person)  
Swiss Re America Holding Corporation  
(Firm/Company)  
175 King Street - 1E47  
(Address)  
Armonk, N.Y. 10504  
(City/State/Zip)

600003340856--2  
-07/31/00--01125--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Should you need to call someone concerning this matter, please call:

Joseph Beattie at ( 914 ) 828-8646  
(Name of Person) (Area Code & Daytime Telephone Number)

W-19426  
F-4592

**STREET ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

14p

**Swiss Re**



**Joseph R. Beattie**  
Paralegal

Florida Department of State  
Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Swiss Re Life & Health America Inc.  
175 Kings Street  
Armonk, NY 10504

Telephone (914) 828-8646  
Fax (914) 828-7646  
E-mail [Joseph\\_Beattie@swissre.com](mailto:Joseph_Beattie@swissre.com)

July 24, 2000

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AUG 14 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Re: Swiss Re Life & Health America Inc.**

Dear Sir/Madam:

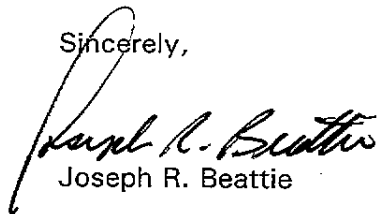
In accordance with your department's request please find the following:

- ◆ Certified Copy of a Certificate of Good Standing for the above named company referencing the Company's current good standing and authority to do business in the State of New York as of July 20, 2000.
- ◆ Transmittal Letter addressed to the Qualification/Tax Lien Section, Division of Corporations referencing \$87.50 filing fee.
- ◆ One (1) original and One (1) copy of "Application by Foreign Corporation for Authorization to Transact Business in Florida"
- ◆ Swiss Re Life & Health America Inc. officer's list dated March 23, 2000.
- ◆ Check in the amount of \$87.50, payable to the Florida Department of State Qualification/Tax Lien Section, Division of Corporations.
- ◆ Self-addressed stamped envelope for return of the Certificate of Status and Certified Copy; to my attention at Swiss Re America Holding Corporation in Armonk, New York.

I trust that you will find all of the foregoing in order. However, if you have any questions about any of the attached documentation, please give me a call at the number above.

Thank you for your cooperation.

Sincerely,

  
Joseph R. Beattie

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 4, 2000

JOSEPH R. BEATTIE  
SWISS RE AMERICA HOLDING CORPORATION  
175 KING STREET - 1E47  
ARMONK, NY 10504

SUBJECT: SWISS RE LIFE & HEALTH AMERICA INC.  
Ref. Number: W00000019426

We have received your document for SWISS RE LIFE & HEALTH AMERICA INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

A brief description of the entity's nature of business must be included in the document.

You must list the names and street addresses of the officers and directors of the corporation on the form/application.

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) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 200A00042398

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TALLAHASSEE, FLORIDA

**Swiss Re**



**Joseph R. Beattie**  
Paralegal

Mr. Lee Rivers, Document Specialist  
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

Swiss Re Life & Health America Inc.  
175 Kings Street  
Armonk, NY 10504

Telephone (914) 828-8646  
Fax (914) 828-7646  
E-mail [Joseph\\_Beattie@swissre.com](mailto:Joseph_Beattie@swissre.com)

August 11, 2000

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Dear Mr. Rivers:

In accordance with your correspondence dated August 4, 2000 please find the following:

- ◆ Amended "Application By Foreign Corporation For Authorization To Transact Business In Florida" with answers to Questions 6 & 8 as requested.
- ◆ Business address for all officers and directors on page 2 of the same application.
- ◆ Board minutes from the Annual Meeting of the Board of Directors held on March 23, 2000 naming the newly elected directors.
- ◆ Self addressed stamped envelope for return to Swiss Re with the proof of qualification.

I trust that you will find all of the foregoing in order, however if you have any further questions please feel free to contact me at the number above.

Thank you for your cooperation.

Sincerely,

Enclosures

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Swiss Re Life & Health America Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York

(State or country under the law of which it is incorporated)

3. 13-1562932

(FEI number, if applicable)

4. May 26, 1923

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 969 High Ridge Road, Stamford, CT 06905

(Current mailing address)

8. Life and Health Reinsurance

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Florida Insurance Commissioner

Office Address: 200 East Gaines Street

Tallahassee, Florida, 32399-0300  
(Zip code)

10. **Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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FLORIDA

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable) "SEE ATTACHED LIST"**

Chairman: \_\_\_\_\_

Address: Business address for Directors is:

969 High Ridge Road  
Stamford, CT 06905

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable) "SEE ATTACHED LIST"**

President: \_\_\_\_\_

Address: Business address for Directors is:

969 High Ridge Road  
Stamford, CT 06905

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Patrick J. O'Brien

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Patrick J. O'Brien, Corporate Secretary

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA  
SECRETARY OF STATE

# Swiss Re Life & Health

## Swiss Re Life & Health America Inc. Elected Officers

Jacques E. Dubois  
Chris C. Stroup

Chairman & Chief Executive Officer  
President & Chief Operating Officer

Robert L. Beisenherz  
W. Weldon Wilson

Executive Vice President, Administrative Reinsurance  
Executive Vice President, General Counsel

Patrick J. O'Brien \*

Corporate Secretary

Fazli M. Datto  
Lawrence R. DeBlasiis  
Glenn D. Engel  
Alan D. Head  
Ronald L. Klein  
William E. Moore  
James R. Sopha  
David J. Walsh \*

Executive Vice President, Redeployment  
Executive Vice President & Chief Information Officer  
Executive Vice President, Life Marketing  
Executive Vice President & Chief Financial Officer  
Executive Vice President & Chief Pricing Officer  
Executive Vice President & Chief Underwriter  
Executive Vice President, Administrative Reinsurance  
Executive Vice President & Corporate Counsel

Thomas J. Brunnegraff  
Robert M. Bulthaupt  
Claudia E. Cannataro  
Dr. Michael B. Clark  
Joni Germani-Pagliaro  
Patricia D. Harrigan  
Francis E. Keenan  
Robert S. Nimer  
William J. Sabia  
Robert J. Tiessen

Senior Vice President & Treasurer  
Senior Vice President, Administrative Reinsurance  
Senior Vice President, Administration  
Senior Vice President & Chief Medical Director \*  
Senior Vice President, Underwriting  
Senior Vice President, Asst. General Counsel & Asst. Secretary \*  
Senior Vice President, Redeployment  
Senior Vice President, Information Technology \*  
Senior Vice President, Claims  
Senior Vice President, Risk Management

Kathleen M. Andrews  
Debra A. Boeckle  
Karen S. Boisvert  
Nancy L. Caron  
Audrey A. Chervansky  
Sewell H. Corkran, III  
Barbara S. Cowens  
John W. DuBose, III  
Peter J. Durand  
Norma J. Fox  
Robert Gandjean  
MaryEllen C. Jankunis  
Richard Joho  
Henry S. Kang  
Gerald J. Kohout  
Judith Lavenberg  
Raymond J. Ludwicki

Vice President, Claims  
Vice President, Group Life Administration  
Vice President, Redeployment  
Vice President, Underwriting  
Vice President, Actuarial Pricing  
Vice President, Investments  
Vice President, Administrative Reinsurance  
Vice President, Finance/Administrative Reinsurance  
Vice President and National Claims Counsel  
Vice President & Valuation Actuary  
Vice President, Actuarial Pricing \*  
Vice President, Group Life  
Vice President, Health Claims  
Vice President, Finance  
Vice President, Administrative Reinsurance  
Vice President, Tax  
Vice President, Audit

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Donna M. McCabe	Vice President, Human Resources
Thomas D. McCarthy *	Vice President, Underwriting
John W. McLaughlin	Vice President, Information Technology
Scott R. Munse	Vice President & Actuary
Karen Orozco	Vice President, Underwriting *
Robert J. Persichette	Vice President, Life Marketing
Jeffrey S. Rosenberg	Vice President, Life Marketing
Michael N. Smith	Vice President, Actuarial/Administrative Reinsurance
Mark L. Storozum	Vice President & Corporate Actuary
Gerald R. Tait	Vice President, Life Marketing
Kevin J. Trapp	Vice President & Group Actuary
Enrico J. Treglia	Vice President, Information Management
Connie D. Walker	Vice President, Life Marketing
Kathleen A. Wallace	Vice President & Medical Director
Douglas G. Wink	Vice President, Finance
Keith D. Woods	Vice President, Information Technology

\* Denotes change/addition

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**Second Vice Presidents**

Stephen A. Aman  
 Thomas J. Austin  
 Gin Yu Chen  
 Dennis H. Collin  
 Julia T. Cornely  
 Megan S. Curoe  
 Fraser P. Cutler  
 Ann Marie Donnellon  
 W. Dave Dowrich  
 John R. Grosjean  
 Sheila Gupta  
 Hung Hoang  
 Joanne Johnson  
 Christina S. Keppler  
 David M. Loparco  
 MaryEllen Luning  
 Lynn E. Martone  
 Gerald R. Moser  
 Anthony Penna  
 Robert Reaps  
 Barry Salm  
 Diana Thulin  
 Clement A. Valentine  
 Robert P. Walsh  
 Mary K. Zanga

**Assistant Vice Presidents**

Robert E. Anderegg  
 Elizabeth Bennion  
 James A. Black  
 Francis T. Crisafi  
 Keith D. Codner  
 Malgorzata Guerquin  
 Linda Harris  
 Devery Johnson  
 Gregory Lands  
 Cynthia J. Landry  
 David S. Lillian  
 David J. Lopiano  
 Diana Wolczek Louw  
 Lisa Wright Mancini  
 John D. McBride  
 Bruce A. Mollenthel  
 Rick Pollard  
 Tony Pui  
 William U. Pulsifer, Jr.  
 Patricia R. Rup  
 James F. Steele  
 Thomas Tracey  
 Melanie Tullett  
 James G. Weir  
 Linda Wislesky  
 Jo-Anne Yanuziello

**Officers/Directors**

Melia Bennett  
 Richard J. Bonomi  
 Salma Charania  
 Karen M. Cornell  
 Joanne DeJong  
 Sheila C. Haskell  
 Mary J. Hayo  
 Scott Lalonde  
 Agostino Marotta  
 Linda Millar  
 Charles A. Moya, Jr.  
 Ralph V. Nero  
 Thomas Niemeyer  
 Kenneth Nowak  
 Denise Piscopo-Shea  
 Raquel Plummer  
 Cheryl Provost  
 Sandra C. Rushbrook  
 Kenneth Selasky

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Thomas J. Simmons  
Jennifer A. Simpson  
Charles Winston Wisehart  
Melinda Yee

March 23, 2000

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

# Swiss Re Life & Health



## Swiss Re Life & Health America Inc.

### Minutes of the Annual Meeting of Stockholders - March 23, 2000

**Present entire meeting:** Lukas Apafi, Patrick J. O'Brien

**Distribution of minutes:** Stockholders Only

**Duration:** 08:50 AM – 09:00 AM

**Agenda (if not attached):** None

The annual meeting of the stockholders of Swiss Re Life & Health America Inc. (the "Corporation") was held in the Boardroom on the 3<sup>rd</sup> floor of Swiss Re, 175 King Street, Armonk, New York, on Thursday, March 23, 2000, at 8:50 a.m.

The meeting was called to order by Lukas Apafi, representing Swiss Re America Holding Corporation, the sole stockholder of record. Patrick J. O'Brien, Secretary of the Corporation, acted as Secretary of the meeting.

The Secretary presented the notice of the meeting together with affidavit proof of the due mailing thereof to stockholders of record of the Corporation on March 9, 2000 and such affidavit was ordered filed. (File No. 1286)

The Secretary submitted the stock books of the Corporation stating that there had been no transfer of stock on or since March 18, 1999.

After examining the books of the Corporation, the Secretary reported that the following constituted the sole stockholder of the Corporation:

Name of Stockholder	Number of Shares
Swiss Re America Holding Corporation	30,000

Mr. Apafi then announced that the holder of all the stock of the Corporation issued and outstanding, and entitled to vote, was represented at the meeting by its Chief Executive Officer.

The Secretary submitted the minutes of the meeting held on March 18, 1999, copies of which had been distributed to the sole stockholder, and such minutes were approved.

Mr. Apafi declared the polls open for the election of directors to serve until the annual meeting in the year 2001 and until their successors shall be elected and qualify, and ruled that such election must be by share vote.

Candidates for directors were placed in nomination, and a ballot was distributed and signed by Mr. Apafi, which then was ordered filed. (File No. 1287)

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TALLAHASSEE, FLORIDA

The Secretary then reported that each of the following-named persons had received thirty thousand (30,000) votes for director to serve until the next annual meeting of stockholders in the year 2001 and until their successors shall be elected and qualify:

David H. Atkins  
H. Andreas Beerli  
F. Sedgwick Browne  
John R. Coomber  
Jacques E. Dubois  
George L. Farr  
John H. Fitzpatrick  
Thomas H. Fox  
Walter B. Kielholz

William L. Musser, Jr.  
\*Steven Newman  
Jay A. Novik  
Dan R. Osterhout  
John C. Sweeney  
N. David Thompson  
Charles G. Watson  
Erwin K. Zimmermann

\*Effective as of the date of the closing of Underwriters Re acquisition

Thereupon Mr. Apafi declared that such persons had been elected directors, subject to and contingent upon due and proper notice to the Superintendent of the State of New York of the election of the new directors, i.e., Messrs. Beerli and Newman, and the expiration of any applicable waiting period.

There being no further business, the meeting was adjourned.

*Patricia J. O'Brien*  
Corporate Secretary

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SECRETARY OF STATE

Certificate of Good Standing

STATE OF NEW YORK  
INSURANCE DEPARTMENT

It is hereby certified that

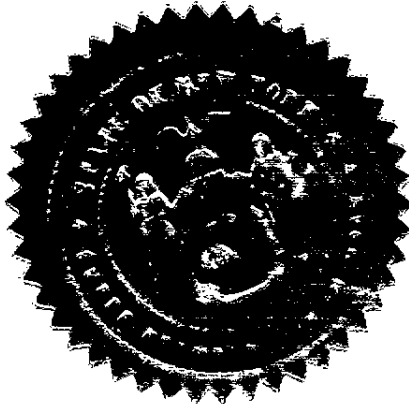
SWISS RE LIFE & HEALTH AMERICA INC.  
of Armonk, New York

was incorporated under the Laws of the State of New York on May 26, 1923, under the title of NORTH AMERICAN REASSURANCE COMPANY and was licensed to transact insurance business in the State of New York on June 25, 1923 ;

that it changed its name to SWISS RE LIFE COMPANY AMERICA on May 17, 1995;

that it changed its name to SWISS RE LIFE & HEALTH AMERICA INC. on June 19, 1997.

IT IS HEREBY FURTHER CERTIFIED that the aforesaid Company is duly authorized in the State of New York to transact the business of life, annuities and accident and health insurance as specified in the paragraph(s) 1, 2 and 3 of Section 1113(a) of the New York Insurance Law, and has been continuously licensed and remains in good standing to the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed the official seal of this Department at the City of  
Albany, New York, this  
10th day of July, 2000

NEIL D. LEVIN  
Superintendent of Insurance

BY

*Barbara E. Chelley*

Special Deputy Superintendent

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