

FO10000000266

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

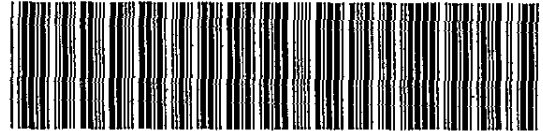
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

Name Change
1a 5/19/03



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05/12/03--01127--006 **35.00

FILED
03 MAY 19 AM 4:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

Alea North America Specialty Insurance Company
55 Capital Boulevard
Corporate Ridge, Rocky Hill
CT 06067, USA

Tel 860.258.6544
Fax 860.258.6543
Email arleen.simons@aleagroup.com

REINSURANCE
INSURANCE
FINANCIAL
ALTERNATIVE RISK

SEND VIA FEDEX

16 May 2003

Florida Department of State
Division of Corporations
409 E Gaines Street
Tallahassee, Florida 32399

**Attention: Irene Albritton
Document Specialist**



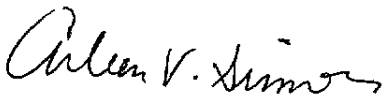
**Alea North America Reinsurance Company – Name Change
To Alea North America Specialty Insurance Company
Florida Ref. Number: F01000000266**

Dear Ms. Albritton:

Thank you for your letter of May 9, 2003, copy enclosed. In accordance therewith, enclosed is the original certified copy of Alea North America Specialty Insurance Company's charter documents which reflect the company's most recent name change, as well as the Florida Form – Application By Foreign Profit Corporation To File Amendment To Application for Authorization To Transact Business In Florida previously submitted and returned. We trust that the submission of these documents will allow you to process our request accordingly.

If you have any questions or concerns, please feel free to call me at the telephone number listed above. Thank you for your assistance with this matter.

Sincerely,



Arleen Simons
Manager and Paralegal
Alea North America Specialty Insurance Company

Encs.

FILED
03 MAY 19 AM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

RECEIVED

MAY 16 2003

LEGAL

May 9, 2003

ALEA NORTH AMERICA SPECIALTY INSURANCE COMPANY
% ARLEEN SIMONS
55 CAPITAL BOULEVARD
CORPORATE RIDGE, ROCKY HILL, CT 06067

SUBJECT: ALEA NORTH AMERICA REINSURANCE COMPANY
Ref. Number: F01000000266

We have received your document for ALEA NORTH AMERICA REINSURANCE COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 245-6964.

Irene Albritton
Document Specialist

Letter Number: 303A00028873

FILED
03 MAY 19 AM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

F01000000266

(Document number of corporation (if known))

FILED
03 MAY 19 AM 4:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. Alea North America Reinsurance Company

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

2. Delaware

(Incorporated under laws of)

3. 01/16/2001

(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? 01/13/2003

5. Alea North America Specialty 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.

(New duration)

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

(New jurisdiction)

Arleen V. Simons
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Arleen V. Simons

(Typed or printed name)

04-24-03

(Date)

Assistant Secretary

(Title)

DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER

State of Delaware



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 Charter Documents of

ALEA NORTH AMERICA SPECIALTY INSURANCE COMPANY
f/k/a BT INSURANCE CORPORATION, RHINE RE INSURANCE LTD.
and ALEA NORTH AMERICA REINSURANCE COMPANY,

consisting of a Certificate of Incorporation filed with the Delaware Secretary of State on August 16, 1991, Certificate of Change of Location of Registered Office filed on August 14, 1997, Certificate of Amendment of Certificate of Incorporation filed on January 6, 1999, Certificate of Change of Name of Registered Agent and Location of Registered Office filed on March 3, 1999, Certificate of Amendment of Certificate of Incorporation filed on August 31, 2000, Certificate of Amendment of Certificate of Incorporation filed on December 15, 2000, and Certificate of Amendment of Certificate of Incorporation filed on January 13, 2003, 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 3RD DAY OF APRIL, 2003.

Donna Lee H. Williams

DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER

ALEA NORTH AMERICA SPECIALTY INSURANCE COMPANY

CERTIFICATE OF INCORPORATION

HISTORICAL RECORD

1. Certificate of Incorporation of BT Insurance Corporation as filed with the Delaware Secretary of State on August 16, 1991.
2. Certificate of Change of Location of Registered Office of BT Insurance Corporation as filed with the Delaware Secretary of State on August 14, 1997.
3. Certificate of Amendment of Certificate of Incorporation of BT Insurance Corporation changing the name of the Corporation to Rhine Re Insurance Ltd. as filed with the Delaware Secretary of State on January 6, 1999.
4. Certificate of Change of Name of Registered Agent and Location of Registered Office of Rhine Re Insurance Ltd. as filed with the Delaware Secretary of State on March 3, 1999.
5. Certificate of Amendment of Certificate of Incorporation of Rhine Re Insurance Ltd. changing the name of the Corporation to Alea North America Reinsurance Company as filed with the Delaware Secretary of State on August 31, 2000.
6. Certificate of Amendment of Certificate of Incorporation of Alea North America Reinsurance Company changing the par value of the common stock to \$5,200 per share, as filed with the Delaware Secretary of State on December 15, 2000.
7. Certificate of Amendment of Certificate of Incorporation of Alea North America Reinsurance Company changing the name of the Corporation to Alea North America Specialty Insurance Company as filed with the Delaware Secretary of State on January 13, 2003.

054914

State of Delaware

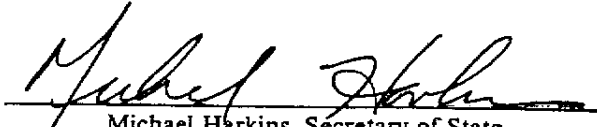
PAGE 1



Office of Secretary of State

I, MICHAEL HARKINS, 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 BT INSURANCE
CORPORATION FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF AUGUST,
A.D. 1991, AT 9 O'CLOCK A.M.




Michael Harkins, Secretary of State

AUTHENTICATION: *3145472

DATE: 08/16/1991

912285190

91 AUG 21 A 9:26.5

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CERTIFICATE OF INCORPORATION
OF
BT INSURANCE CORPORATION

I, the undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do execute this Certificate of Incorporation and do hereby certify as follows:

ARTICLE I

The name of the Corporation is BT Insurance Corporation.

ARTICLE II

The registered office of the Corporation in the State of Delaware is located at 1001 Jefferson Street, Suite 550, Wilmington, Delaware, 19801, County of New Castle. The Corporation is its own registered agent at such address.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is 1,000. All such

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shares are to be common stock, par value of one cent (\$0.01) per share, and are to be of one class.

ARTICLE V

The name and mailing address of the Incorporator is Martin I. Lubaroff, Richards, Layton & Finger, One Rodney Square, P.O. Box 551, Wilmington, Delaware, 19899.

ARTICLE VI

The number of directors constituting the Board of Directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws of the Corporation.

ARTICLE VII

Unless and except to the extent that the By-Laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE VIII

The Corporation is to have perpetual existence.

ARTICLE IX

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered to make, alter and repeal the By-Laws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any by-law made by the Board of Directors.

EX 1185 PG 0868

ARTICLE X

No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director for any act or omission, except that he may be liable (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 General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

ARTICLE XI

The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinabove named, do hereby further certify

EX 1185 PG 0869

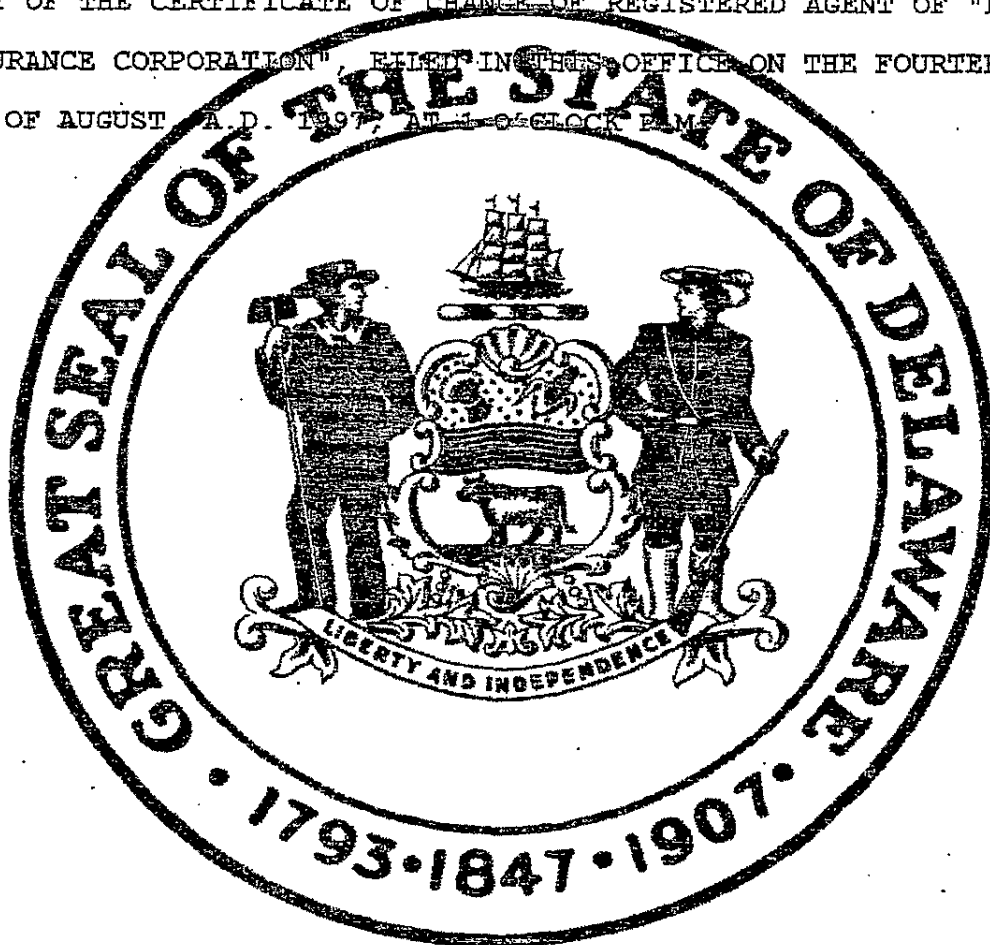
that the facts hereinabove stated are truly set forth, and
accordingly, I have hereunto set my hand this 16th day of
August, 1991.


Martin I. Lubaroff

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 CHANGE OF REGISTERED AGENT OF "BT
INSURANCE CORPORATION", FILED IN THIS OFFICE ON THE FOURTEENTH
DAY OF AUGUST A.D. 1997, AT 1-06-CLOCK P.M.



2271359 8100

001397933



Edward J. Freel
Edward J. Freel, Secretary of State

0612846

AUTHENTICATION:

DATE:

08-10-00

**CERTIFICATE OF CHANGE OF
LOCATION OF REGISTERED OFFICE OF
BT INSURANCE CORPORATION**

BT Insurance Corporation, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Directors of the Corporation, in accordance with Sections 133 and 141 of the General Corporation Law of the State of Delaware, have resolved to change the location of the registered office of the Corporation in the State of Delaware.

2. The registered office of the Corporation in the State of Delaware shall be changed to and shall be Suite 200A, Montgomery Building, E.A. Delle Donne Corporate Center, 1011 Centre Road, City of Wilmington, County of New Castle, 19805. The registered agent at such address shall be BT Insurance Corporation.

IN WITNESS WHEREOF, BT Insurance Corporation has caused this Certificate to be executed and acknowledged by its authorized officer on this 14th day of August, 1997.

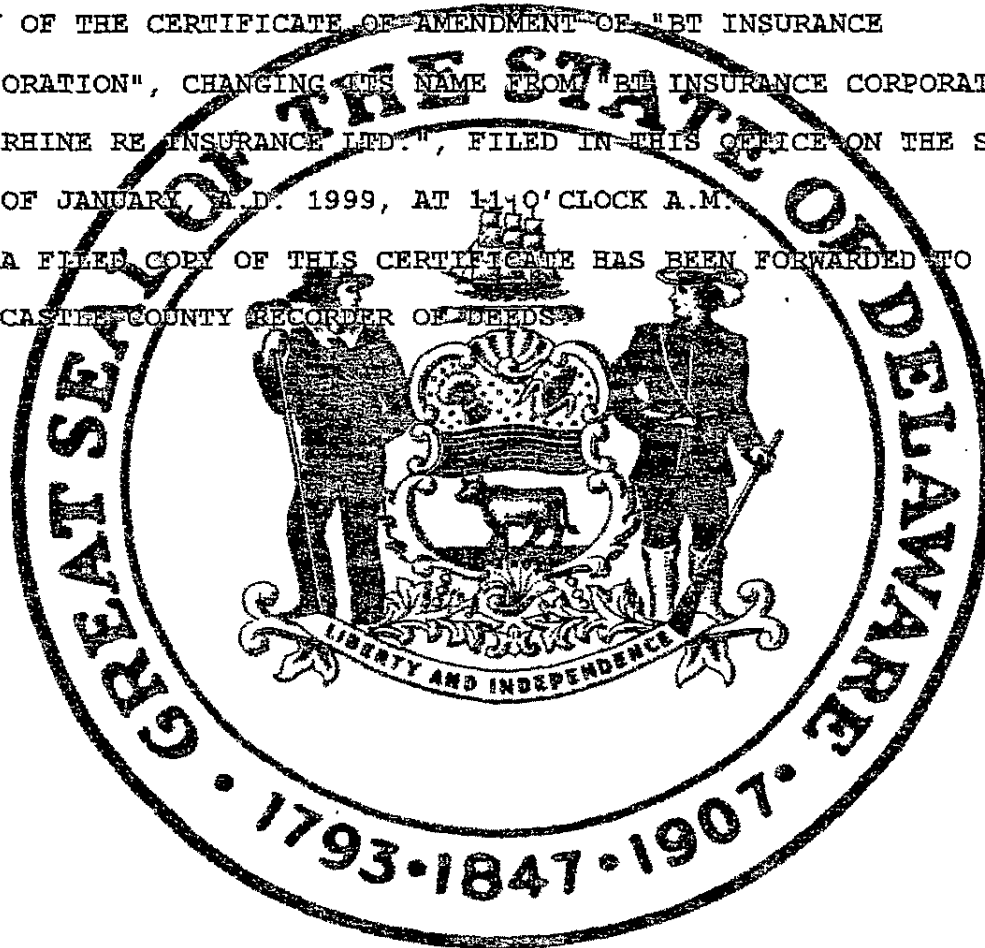

James H. Stallkamp
President

State of Delaware
Office of the Secretary of State

PAGE 1

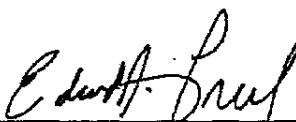
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BT INSURANCE CORPORATION", CHANGING ITS NAME FROM "BT INSURANCE CORPORATION" TO "RHINE RE INSURANCE LTD.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JANUARY, A.D. 1999, AT 1:10 CLOCK A.M.

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



2271359 8100

991004744


Edward J. Freel, Secretary of State

AUTHENTICATION: 9506172

DATE: 01-06-99

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BT INSURANCE CORPORATION**

BT Insurance Corporation, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Certificate of Incorporation of the Corporation is hereby amended by deleting Article I thereof and inserting the following in lieu thereof:

"ARTICLE I

The name of the Corporation is Rhine Re Insurance Ltd."

2. The foregoing amendment was duly adopted in accordance with the provisions of Sections 242 and 228 (by the written consent of its sole stockholder) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its duly authorized officer, on this 22 day of December, 1998.

BT INSURANCE CORPORATION


By: Anne McMillen
Name: ANNE MCMILLEN
Office: PRESIDENT

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 CHANGE OF REGISTERED AGENT OF "RHINE RE INSURANCE LTD.", FILED IN THIS OFFICE ON THE THIRD DAY OF MARCH, A.D. 1999, AT 5 O'CLOCK P.M.

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




Edward J. Freel, Secretary of State

2271359 8100

991083382

AUTHENTICATION: 9609852

DATE: 03-04-99

**CERTIFICATE OF CHANGE OF NAME OF
REGISTERED AGENT AND
LOCATION OF REGISTERED OFFICE OF
RHINE RE INSURANCE LTD.**

Rhine Re Insurance Ltd., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:


1. The Directors of the Corporation, in accordance with Sections 133 and 141 of the General Corporation Law of the State of Delaware, have resolved to change the name of the registered agent and the location of the registered office of the Corporation in the State of Delaware, effective as of February 19, 1999.

2. The name of the registered agent of the Corporation shall be changed from BT Insurance Corporation to and shall be Rhine Re Insurance Ltd. (the "Registered Agent"), effective as of February 19, 1999.

3. The address of the registered office of the Corporation in the State of Delaware shall be changed from E.A. Delle Donne Corporate Center, Montgomery Building, 1011 Centre Road, Suite 200A, City of Wilmington, County of New Castle, 19805 to and shall be E.A. Delle Donne Corporate Center, Montgomery Building, 1011 Centre Road, Suite 200B, City of Wilmington, County of New Castle, 19805, effective as of February 19, 1999.

4. The Registered Agent represents only the Corporation.

IN WITNESS WHEREOF, Rhine Re Insurance Ltd. has caused this Certificate to be executed and acknowledged by its authorized officer on this 19th day of February, 1999.

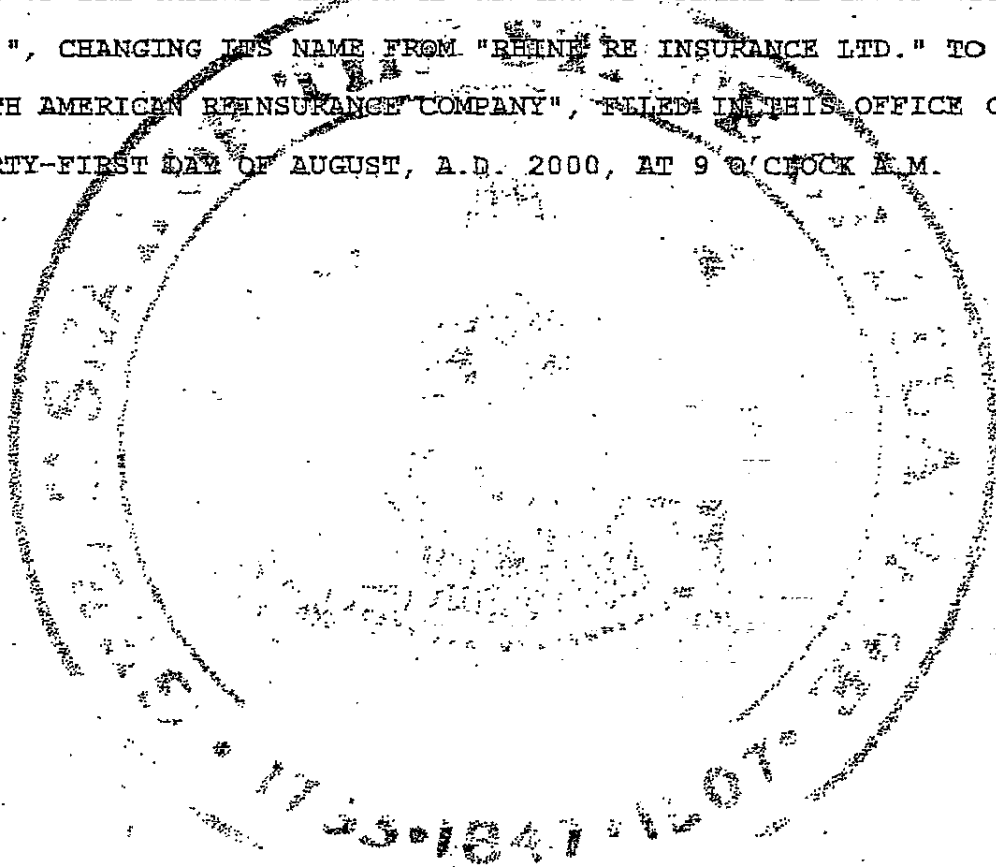

Name: Anne B. McMillen
Title: President

6

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 AMENDMENT OF "RHINE RE INSURANCE LTD.", CHANGING ITS NAME FROM "RHINE RE INSURANCE LTD." TO "ALEA NORTH AMERICAN REINSURANCE COMPANY", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 2000, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0687579

2271359 8100

001467083

DATE: 09-21-00.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/31/2000
001444169 - 2271359

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
RHINE RE INSURANCE LTD.

Rhine Re Insurance Ltd., a corporation duly organized and existing under the General Corporation Law of the State of Delaware, (the "Corporation"), does hereby certify that:

1. The Certificate of Incorporation of the Corporation is hereby amended by deleting Article I thereof and inserting the following in lieu thereof:


"ARTICLE I

The name of the Corporation is Alea North America Reinsurance Company."

2. The foregoing amendment was duly adopted in accordance with the provisions of Sections 242 and 228 (by the written consent of its sole stockholder) of the General Corporation Law of the State of Delaware

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its duly authorized officer, on this 18th day of August, 2000

Rhine Re Insurance Ltd.

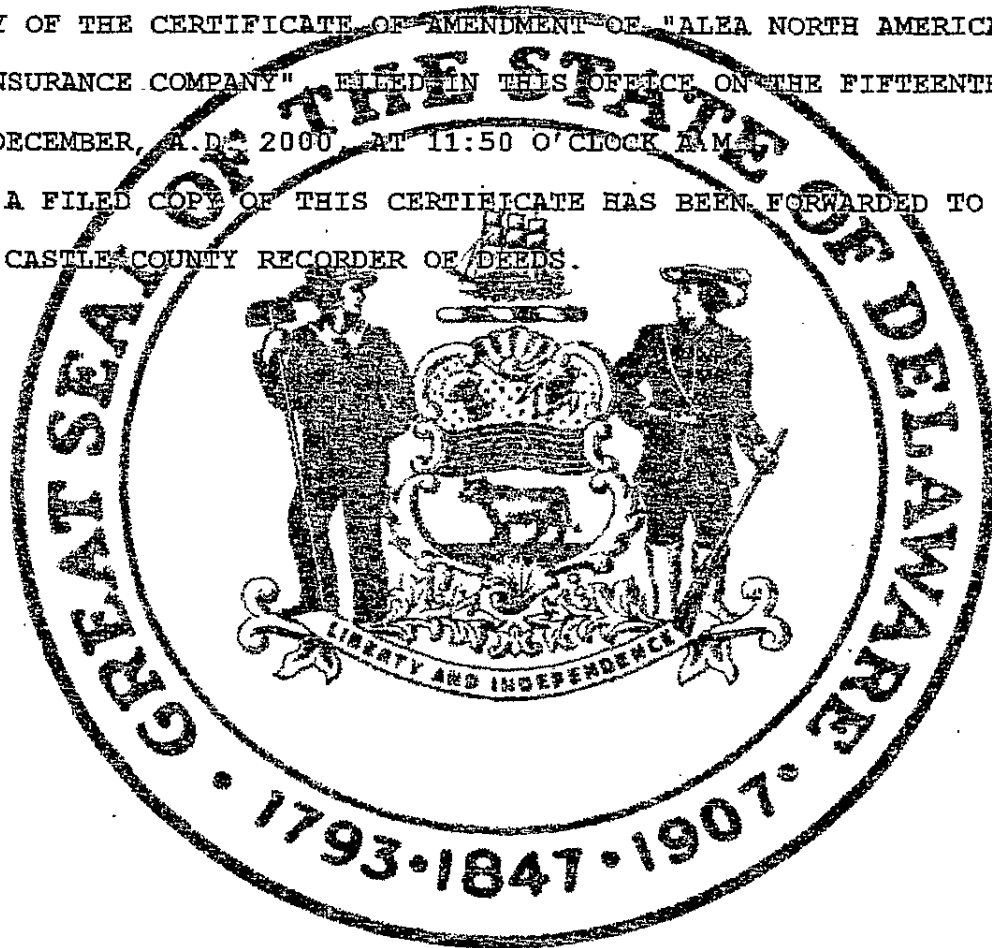
By: 
Name: Dennis W. Purkiss
Title: President and CEO

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 AMENDMENT OF "ALEA NORTH AMERICA REINSURANCE COMPANY" FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF DECEMBER, A.D. 2000, AT 11:50 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2271359 8100

AUTHENTICATION: 0882195

001630741

DATE: 12-28-00

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:50 AM 12/15/2000
001630741 - 2271359

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ALEA NORTH AMERICA REINSURANCE COMPANY

Alea North America Reinsurance Company, a corporation duly organized and existing under the General Corporation Law of the State of Delaware, (the "Corporation"), does hereby certify that:

1. The Certificate of Incorporation of the Corporation is hereby amended by deleting Article IV thereof and inserting the following in lieu thereof:

"ARTICLE IV

The total number of shares of stock which the corporation shall have authority to issue is 1,000. All such shares are to be common stock, par value of \$5,200 per share, and are to be of one class."

2. The foregoing amendment was duly adopted in accordance with the provisions of Sections 242 and 228 (by the written consent of its sole stockholder) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its duly authorized officer, on this 6th day of December, 2000

Alea North America Reinsurance Company

By:



Name: Dennis W. Purkiss
Title: President & CEO

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ALEA NORTH AMERICA REINSURANCE COMPANY**

Alea North America Reinsurance Company, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Certificate of Incorporation of the Corporation is hereby amended by deleting Article I thereof and inserting the following in lieu thereof:


"ARTICLE I

The name of the Corporation is Alea North America Specialty Insurance Company."

2. The foregoing amendment was duly adopted in accordance with the provisions of Sections 242 and 228 (by the written consent of its sole stockholder) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its duly authorized officer, of this 15th day of November, 2002.

Alea North America Reinsurance Company

By: 
Leonard R. Goldberg
President and CEO