

FOI 0000000644

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

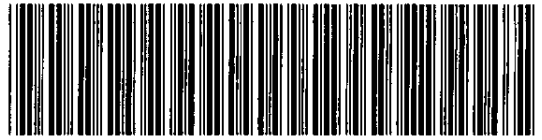
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 DEC -3 AM 9:55

ps 12/17/07
WC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Finial Reinsurance Company, formerly Converium Reinsurance (North America) Inc.
(Name of Corporation)

DOCUMENT NUMBER: F01000000644

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ms. Vorada Ruenprom

(Name of Contact Person)

Finial Reinsurance Company

(Firm/Company)

3024 Harney Street

(Address)

Omaha, NE 68131-3580

(City/State and Zip Code)

Enclosed: Certified copy of the
Certificate of Amendment of the
Certificate of Incorporation

v For further information concerning this matter, please call:

Vorada Ruenprom at (402) 536-3384

(Name of Contact Person) (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)

F01000000644

(Document number of corporation (if known))

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 DEC -3 AM 9:55

1. Converium Reinsurance (North America) Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Connecticut
(Incorporated under laws of)

3. January 30, 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? August 23, 2007

5. Finial Reinsurance 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)

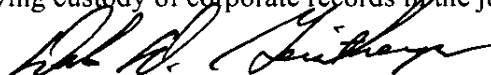
6. If the amendment changes the period of duration, indicate new period of duration.

N/A
(New duration)

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

N/A
(New jurisdiction)

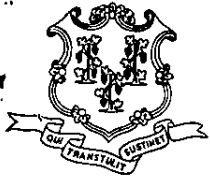
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws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



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

Dale D. Geistkemper
(Typed or printed name of person signing)

Treasurer
(Title of person signing)



STATE OF CONNECTICUT
INSURANCE DEPARTMENT

CERTIFIED COPY

I, THOMAS R. SULLIVAN, INSURANCE COMMISSIONER
OF THE STATE OF CONNECTICUT, HAVE COMPARED THE
ANNEXED COPY OF
FINIAL REINSURANCE COMPANY
CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
FOR THE COMPANY'S NAME CHANGE FROM
CONVERIUM REINSURANCE (NORTH AMERICA) INC.
WITH THE ORIGINAL RECORD ON FILE WITH THE DEPARTMENT
OF INSURANCE AND DO HEREBY CERTIFY THAT IT IS A WHOLE,
TRUE AND CORRECT COPY OF THE ORIGINAL RECORD.

WITNESS MY HAND AND SEAL OF THE INSURANCE
COMMISSIONER OF THE STATE OF CONNECTICUT.

THIS 15th DAY OF November, 2007

INSURANCE COMMISSIONER

(Rev. 5/07)

CERTIFICATE OF AMENDMENT STOCK CORPORATION

Office of the Secretary of the State

MAILING ADDRESS:
Commercial Recording Division
Connecticut Secretary of the State
P.O. Box 150470
Hartford, CT 06115-0470
860-509-6003

DELIVERY ADDRESS:
Commercial Recording Division
Connecticut Secretary of the State
30 Trinity Street
Hartford, CT 06106
860-509-6003

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Filing 1

FILING #0003532091 PG 01 OF 03 VOL 2-01000
FILED 09/07/2007 09:30 AM PAGE 00322
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

1. NAME OF CORPORATION

Converium Reinsurance (North America) Inc.

2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C)

- A. AMENDED
 B. RESTATED
 C. AMENDED AND RESTATED

The restated certificate consolidates all amendments into a single document.

3. TEXT OF EACH AMENDMENT / RESTATEMENT

The Certificate of Incorporation is amended to change the name of the Company to "Finial Reinsurance Company"

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

4. VOTE INFORMATION (check A, B or C)

A. The amendment was approved by shareholders in the manner required by sections 33-600 to 33-998 of the Connecticut General Statutes, and by the Certificate of Incorporation.

B. The amendment was approved by the incorporators.
No shareholder approval was required.

C. The amendment was approved by the board of directors.
No shareholder approval was required.

5. EXECUTION

Dated this 5th day of September, 2007.

<u>Carmel M. OSullivan</u>	<u>VP & Controller</u>	<u>Carmel OSullivan</u>
Print or type name of signatory	Capacity of signatory	Signature



STATE OF CONNECTICUT

INSURANCE DEPARTMENT

FILING #0003532031 PG 03 OF 03 VOL 8-01080
FILED 09/07/2007 08:30 AM PAGE 00322
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that the Certificate of Amendment of the Certificate of Incorporation of Converium Reinsurance (North America) Inc. with respect to the change of name to Finial Reinsurance Company, has been reviewed and approved.

Witness my hand and official seal, at HARTFORD,
this 23rd day of August, 2007

A handwritten signature in black ink, appearing to read "Anne R. Jellison".

Insurance Commissioner


**CERTIFICATE OF AMENDMENT
OF
THE CERTIFICATE OF INCORPORATION
OF CONVERIUM REINSURANCE (NORTH AMERICA) INC.**

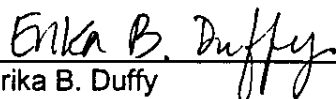
Under Section 33-797 of the Business Corporations Law
and Under Section 38a-59 of the Insurance Law

We, the undersigned, respectively, the Vice President & Controller and the Secretary of Converium Reinsurance (North America) Inc. (the "Company"), an insurance company organized under the laws of the State of Connecticut, do hereby certify as follows:

1. The name of the Company is Converium Reinsurance (North America) Inc.
2. The Certificate of Incorporation of the Company was filed with the Insurance Department of the State of Connecticut on October 9, 1990.
3. The Certificate of Incorporation is hereby amended to change the name of the Company to "Finial Reinsurance Company"
4. Converium Holdings (North America) Inc. is the sole shareholder of 100% of the issued and outstanding shares of common stock of the Company.
5. The Amendment of the Certificate of Incorporation was authorized by the Board of Directors of the Company and by unanimous vote of the sole shareholder of Converium Reinsurance (North America) Inc. on August 1, 2007, in compliance with the applicable provisions of the laws of Connecticut.

IN WITNESS WHEREOF, we have hereunto signed this Certificate of Amendment on this 9th day of August, 2007, and we affirm the statements contained therein as true under the penalties of perjury.

By: 
Carmel O'Sullivan
Vice President and Controller

By: 
Erika B. Duffy
Secretary