

F93000000576

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Guarantee Company of North America USA
(Name of corporation)

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gail E. Latham

(Name of person)

The Guarantee Company of North America USA
(Name of firm/company)

8000 Midlantic Drive, Suite 410N
(Address)

Mt. Laurel, NJ 08054

(City/state and zip code)

For further information concerning this matter, please call:

Gail E. Latham

(Name of person)

at (856)

439-0066

(Area code & daytime telephone number)

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

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB -7 PM 1:19

EFFECTIVE DATE
3/1/02

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-02/04/02--01040--004
*****52.50 *****52.50

N/c

V SHEPARD FEB 8 2002

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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB -7 PM 1:19
EFFECTIVE DATE
3/1/02

1. Atlantic Alliance Fidelity and Surety Company
Name of corporation as it appears on the records of the Department of State.
2. New Jersey
Incorporated under laws of
3. February 9/1993
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? Jan. 3, 2005 Effective Mar. 1, 2002
5. The Guarantee Company of North America USA
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

Gail E. Latham
Signature

January 28, 2002
Date

Gail E. Latham
Typed or printed name

Secretary
Title

State of New Jersey



DEPARTMENT OF BANKING AND INSURANCE

January 8, 2002

I, Donald Bryan, Acting Commissioner of Banking and Insurance of the State of New Jersey do hereby certify that the annexed is a true copy of the


*****Certificate of Amendment of the Certificate of Incorporation of the Atlantic Alliance Fidelity and Surety Company dated December 5, 2001 and effective March 1, 2002 *****

as taken from and compared with the original document filed on January 3, 2002 now remaining on file in this Department.

In Testimony Whereof, I have hereunto set my

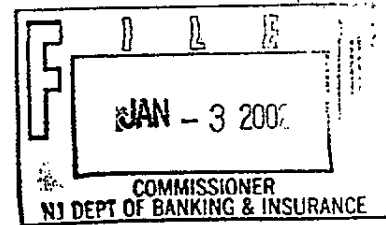
Hand and affixed my Official Seal, at Trenton

This 8th day of January 2002


Acting Commissioner of Banking and Insurance

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF THE

ATLANTIC ALLIANCE FIDELITY AND SURETY COMPANY



This is to certify that, pursuant to the provisions of N.J.S.A. 17:26-1 the undersigned Corporation adopts the following resolution:

RESOLVED, by the members of the Board of Directors that it is advisable that the Certificate of Incorporation of Atlantic Alliance Fidelity and Surety Company be amended to change the FIRST paragraph of its Certificate of Incorporation and hereby calls a meeting of the shareholders to take action thereon;

RESOLVED, that the sole shareholder of the Atlantic Alliance Fidelity and Surety Company does hereby dispense with notice and the holding of a meeting and by this Certificate hereby adopts the following purposes:

- (a) Acting upon the above resolutions
- (b) Changing Paragraph First so it shall read as follows

FIRST: the name of the company is to be The Guarantee Company of North America USA.

The Atlantic Alliance Fidelity and Surety Company, a corporation of the State of New Jersey, does hereby certify that pursuant to the act of the Legislature of the State of New Jersey, entitled The Corporations, Finance and Insurance Act, Title 17 of the Revised Statutes of 1937, and the amendments thereof and supplements thereto, it has adopted said Certificate of Amendment having been duly and regularly assented to by the sole shareholder.

RECEIVED

2002 JAN - 3 P 2: 27

JACKSON COUNTY CLERK

In witness whereof, the said corporation has caused this certificate to be signed by its President and Secretary, and its corporate seal to be hereto affixed, the 5th day of December, A.D., 2001.

Lars M. Anderson

Lars M. Anderson
President and Chief Executive Officer

Gail E. Latham

Gail E. Latham
Secretary

STATE OF NEW JERSEY

:ss

COUNTY OF CAMDEN

BE IT REMEMBERED that on this 5th day of December, 2001, before me, the subscriber, a Notary Public of the State of New Jersey, personally appeared GAIL E. LATHAM, who being by me duly sworn on her oath, does depose and make proof to my satisfaction that she is the Secretary of Atlantic Alliance Fidelity and Surety Company; that LARS M. ANDERSON is the President of said Company; that the execution, as well as the making of the within Certificate of Amendment of Certificate of Incorporation has been duly authorized by a proper resolution of the Board of Directors of said Company; that deponent well knows the corporate seal of said Company and that the seal affixed to said Instrument is such corporate seal and was thereto affixed, and said Instrument was signed and delivered by the President, as and for his voluntary act and deed of said company, in presence of deponent, who subscribed her name below.

Gail E. Latham
Gail E. Latham, Secretary

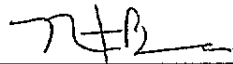
Sworn and Subscribed to
before me on this 5th day of
December, 2001.

Darley J. Lowe
NOTARY PUBLIC
DARLEY J. LOWE
NOTARY PUBLIC OF NEW JERSEY
COMMISSION EXPIRES 10/13/2003

I hereby certify that the annexed Certificate of Amendment of the Certificate of Incorporation of the Atlantic Alliance Fidelity and Surety Company (dated December 5, 2001) has been submitted to and examined by me as provided in N.J.S.A. 17:26-1, and that I find the Certificate of Amendment to be substantially in accordance with the provisions of that Statute and not inconsistent with the Constitution and laws of this State.

JOHN J. FARMER, JR.
ATTORNEY GENERAL OF NEW JERSEY

By: _____


Nathan J. Buurma
Deputy Attorney General

Dated: December 21, 2001

