

# F 9500000011

## TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS

RECEIVED  
JAN 11 1995  
DIVISION OF CORPORATIONS

SUBJECT: St. Paul Reinsurance Management Corporation  
(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:

Michael Madigan

(Name of Person)

Skadden, Arps, Slate, Meagher & Flom

(Firm/Company)

919 Third Avenue

(Address)

New York, NY 10022

(City, State and Zip Code)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN -3 PM 12:45

mtm

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

Michael Madigan

(Name of Person)

at ( 212 ) 735 - 2386

Area Code & Daytime Telephone Number

### COURIER ADDRESS:

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

### MAILING ADDRESS:

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

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

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

1. St. Paul Reinsurance Management Corporation  
(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 3. Applied For  
(State or country under the law of which it is incorporated) (FEI Number, if applicable)
4. February 5, 1942 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1995  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 195 Broadway  
New York, NY 10007  
(Current mailing address)
8. See Exhibit A  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

**9. Name and street address of Florida registered agent:**

Name: Juan Tejerizo

Office Address: 8350 N.W. 52nd Terrace/ Suite 420  
Miami, Florida, 33166  
(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.*

[Signature] 12/22/94  
(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.

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Exhibit A

The purposes of the corporation are to act as underwriting or reinsurance managers for insurance or reinsurance companies, associations or organizations in connection with all kinds of insurance and reinsurance which are now or which hereafter may become lawful and generally to perform such services as are usually performed by underwriting or reinsurance managers and further to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Douglas W. Leathordale

Address: 385 Washington Street

St. Paul, MN 55102

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

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

Director: James F. Duffy

Address: 195 Broadway

New York, NY 10007

Director: David A. Grofe

Address: 195 Broadway

New York, NY 10007

B. OFFICERS

see also attached addendum

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

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

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

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

Secretary: Bruce Backberg

Address: 385 Washington Street

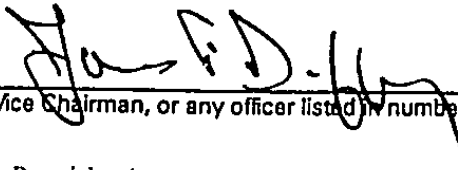
St. Paul, MN 55102

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

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

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

13.

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

14.

James F. Duffy, President

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

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## OFFICERS

Address: 195 Broadway  
New York, NY 10007

Anzalone, D. J.  
Armstrong, D. L.  
Aubel, W. F., Jr.  
Aubrey-Smith, P.R.  
Balasis, P. E.  
Byrne, Trevor  
Claro, T. C.  
Cole, Andrew Z.  
Curia, C. A.  
DePew, D. M.  
Duffy, J. F.  
Dumitru, D. D.  
Enko, R. J.  
Feldman, M.  
Foley, C. T., Jr.  
Gigante, M. A.  
Grefe, D. A.  
Gunther, R.C.  
Hazard, J. S.  
Horkachuck, G. D.  
Johnson, S. A.  
Koruda, D. M.  
Koufacos, Costa G.  
Lange, Peter R.  
Mattle, E. J.  
Mazara, Francesca  
Mitchell, H. Elizabeth  
Mondo, R. A.  
Mortarotti, L. Y.  
Mui, E. Y.  
North, C. A.  
O'Brien, Margaret M.  
Ong, F. L.  
Ostrowski, James B.  
Pestcoe, Marvin  
Porter, Robert S.  
Pulliam, Lewis R.  
Ross, A. R.  
Ryan, L. A.  
Sandoe, W. L.  
Sarisky, Amy J.  
Schell, M. J.  
Schmidt, N. J.  
Seeley, A. G.  
Simon, F. M.  
Smiley, M. H.  
Spano, S. A.  
Spokony, K. J.  
Stankari, G. J.  
Volpe, J. E.  
Walsh, T. C.  
Wozniak, Mary L.  
Zambito, F. J.  
Zilinskis, S. P.

Assistant Vice President  
Assistant Vice President  
Assistant Vice President  
Senior Vice President-International Underwriting  
Assistant Secretary  
Director of Data Processing  
Human Resources Manager  
Application Systems Director  
Vice President  
Vice President  
Chairman, President & CEO  
Assistant Secretary  
Vice President  
Assistant Vice President  
Assistant Vice President  
Assistant Vice President  
Senior Vice President-Finance, Treasurer & CFO  
Assistant Secretary  
Vice President - Business Development  
Client Services Manager-Assistant Vice President  
Assistant Vice President  
Vice President  
Assistant Vice President  
Assistant Secretary  
Assistant Secretary  
Client Services Manager-Assistant Secretary  
Senior Pricing Officer-Vice President  
Vice President  
Vice President  
Assistant Vice President  
Client Services Manager-Assistant Vice President  
Assistant Vice President  
Assistant Vice President  
Assistant Vice President  
Assistant Vice President  
Assistant Vice President  
Assistant Vice President  
Vice President  
Vice President  
Senior Vice President-Claims  
Assistant Secretary  
Senior Vice President-Domestic Underwriting  
Senior Vice President-Actuarial  
Assistant Vice President  
Assistant Vice President  
Vice President  
Vice President-Controller  
Assistant Controller  
Assistant Vice President  
Vice President  
Vice President-Client Services  
Assistant Secretary  
Assistant Vice President  
Assistant Vice President

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DIVISION OF CORPORATIONS  
95 JAN - 3 PM 12:4

State of New York | ss:  
Department of State

I hereby certify, that the certificate of incorporation of ST. PAUL REINSURANCE MANAGEMENT CORPORATION was filed 02/05/1942, under the name of STEWART AND FINDLAY, INC., fixing the duration as perpetual, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment of STEWART AND FINDLAY, INC., changing name to THE EXCESS MANAGEMENT CORPORATION, was filed 04/23/1943.

A Certificate of Amendment of THE EXCESS MANAGEMENT CORPORATION, changing name to EXCESS AND TREATY MANAGEMENT CORPORATION, was filed 12/31/1957.

A Certificate of Amendment of EXCESS AND TREATY MANAGEMENT CORPORATION, changing name to ST. PAUL REINSURANCE MANAGEMENT CORPORATION, was filed 05/01/1985.

The Statement of Addresses and Directors is past due.

\*\*\*

Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 23rd day of December  
one thousand nine hundred and  
ninety-four.



Secretary of State

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DEPARTMENT OF STATE  
JUN 3 1994

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## St Paul Re

195 Broadway  
New York, NY 10007-3181  
Tel 212-238-9200  
Fax 212-619-4092

CORPORATE COUNSEL  
Fax 212-619-7550

July 16, 1997

### VIA FEDERAL EXPRESS

Florida Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
JUL 17 PM 12:08  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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-07/17/97--01066--001  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

Re: St. Paul Re, Inc. #F9500000011  
(f/k/a St. Paul Reinsurance Management Corporation)  
Name Change For A Foreign Profit Corporation

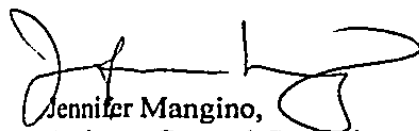
Dear Sir or Madam:

We are pleased to provide the following information in connection with the recent name change of St. Paul Re, Inc. ("St. Paul Re"):

1. A completed and executed Application By Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business In Florida;
2. An original certified copy of St. Paul Re's Certificate of Amendment of the Certificate of Incorporation, evidencing the name change as filed with the New York Department of State; and
3. Our check for \$96.25 in payment of Florida's fees representing the \$35 filing fee, \$52.50 certified copy fee, and \$8.75 Certificate of Status fee.

Accordingly, we look forward to receiving a certified copy of St. Paul Re's name change amendment and Certificate of Status issued by the Department. Please do not hesitate to call me at (212) 238-9249 if you have any questions.

Very truly yours,

  
Jennifer Mangino,  
Assistant General Counsel

N.C. Amend.

1007-20-97

**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)**

1. Paul Reinsurance Management Corporation  
Name of corporation as it appears on the records of the Department of State.

2. New York 3. January 1, 1995  
Incorporated under laws of Date authorized to do business in Florida

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TALLAHASSEE  
SECRETARY OF STATE  
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? April 7, 1997

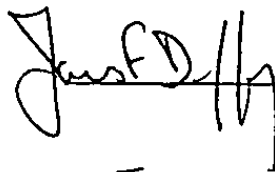
5. St. Paul Re, Inc.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

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



\_\_\_\_\_  
Signature

July 2, 1997

\_\_\_\_\_  
Date

JAMES F. DUFFY

\_\_\_\_\_  
Typed or printed name

Chairman, President & CEO  
\_\_\_\_\_  
Title

*State of New York }  
Department of State }*<sup>221</sup>

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on* **MAY 23 1997**



A handwritten signature in dark ink, appearing to read "J. Clark", followed by a long horizontal line.

*Special Deputy Secretary of State*

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CSC 45

Certificate of Amendment of the Certificate of Incorporation

of

St. Paul Reinsurance Management Corporation

Under Section 805 of the Business Corporation Law

It is hereby certified that:

FIRST: The name of the corporation is St. Paul Reinsurance Management Corporation. The name under which the corporation was formed was Stewart and Findlay, Inc.

SECOND: The certificate of incorporation of Stewart and Findlay, Inc. was filed by the Department of State on February 5, 1942.

THIRD: The amendment of the certificate of incorporation of the corporation effected by this certificate of amendment is as follows: to change the name of the corporation.

FOURTH: To accomplish the foregoing amendment, Paragraph (1) of the certificate of incorporation of the corporation, relating to the name of the corporation is hereby amended to read as follows:

(1) "The name of the corporation is St. Paul Re, Inc.

FIFTH: The foregoing amendment of the certificate of incorporation of the corporation was authorized by the consent in writing of all the members of the Board of Directors of the corporation, followed by the unanimous written consent of the holder of all of the outstanding shares of the corporation entitled to vote on the said amendment of the certificate of incorporation.

IN WITNESS WHEREOF, I have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by me and are true and correct.

Date: February 19, 1997

The St. Paul Companies, Inc., <sup>Sole</sup> shareholder



By: Bruce A. Backberg

Its: Corporate Secretary

CONSENTING OR VOTING CORPORATE SHAREHOLDER

STATE OF MINNESOTA )

COUNTY OF RAMSEY )

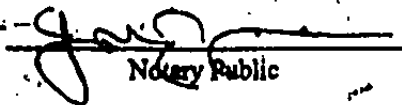
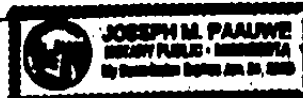
ss.

Bruce A. Backberg, being duly sworn deposes and says that he is the Corporate Secretary of The St. Paul Companies, Inc., the corporation which signed the foregoing certificate of amendment in the capacity of a shareholder; that he signed said certificate in the corporate name; that he has read the certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.



Bruce A. Backberg  
Corporate Secretary of  
The St. Paul Companies, Inc.

Subscribed and sworn to before  
me on February 19, 1997.

  
Notary Public

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CERTIFICATE OF AMENDMENT

OF

ST. PAUL REINSURANCE MANAGEMENT CORPORATION

Under Section 805 of the Business Corporation Law

JCC

ICC

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED APR 07 1997

TAXS

BY: Joe

Newy

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FILED BY: MR. JOE PAUWE  
ST. PAUL COMPANIES  
385 WASHINGTON STREET  
ST. PAUL, MN 55102

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BILLED

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