

Document Number Only

F95000001863

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

300003442283--9
-10/27/00--01047--016
*****35.00 *****35.00

W000000025968

Beliance Reinsurance Company
to:

Overseas Partners US Reinsurance Company

- | | | |
|--|--|--|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Mail Out | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out | <input type="checkbox"/> Pick Up |

Name	10/31/00
Availability	
Document Examiner	ROE
Updater	ROE
Verifier	
Acknowledgment	
W.P. Verifier	

10/27

PLEASE RETURN EXTRA COPY(S)

FILE STAMPED

THANKS

CONNIE BRYAN

RECEIVED
00 OCT 27 AM 11:35
DIVISION OF CORPORATION

*00789 00524 00672



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 27, 2000

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: RELIANCE REINSURANCE COMPANY
Ref. Number: F95000001863

We have received your document for RELIANCE 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):

✓ The original file date is wrong. Please see the attached printout.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 300A00056243

10/31/00

RECEIVED
00 OCT 31 PM 12:08
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

FILED
00 OCT 31 PM 4:54
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SECTION I (1-3 must be completed)

1. Reliance Reinsurance Company
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: April 18, 1995

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?

October 2, 2000

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


Overseas Partners US Reinsurance Company

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

N/A

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

N/A


Richard M. Shaw / SVP, General Counsel
Signature ^{+ Corp. Secretary}
Name and Title

October 16, 2000
Date

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 "RELIANCE REINSURANCE COMPANY", CHANGING ITS NAME FROM "RELIANCE REINSURANCE COMPANY" TO "OVERSEAS PARTNERS US REINSURANCE COMPANY", FILED IN THIS OFFICE ON THE SECOND DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2355864 8100

AUTHENTICATION: 0720977

001505396

DATE: 10-06-00

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

RELIANCE REINSURANCE COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting duly held on October 2, 2000, adopted a resolution proposing the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that Article 1 of the Certificate of Incorporation of Reliance Reinsurance Company shall be restated in its entirety to read:

"1. The name of the Corporation is: Overseas Partners US Reinsurance Company."

SECOND: That the Sole Stockholder, at a meeting duly held on October 2, 2000, voted to approve the name change amendment.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 141, 211 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHERE OF, said RELIANCE REINSURANCE COMPANY has caused this certificate to be signed by Edward J. Stanco, its Chief Operating Officer, and Richard M. Shaw, its Corporate Secretary, this 2nd day of October, 2000.

RELIANCE REINSURANCE COMPANY

By Edward J. Stanco
Chief Operating Officer

ATTEST:

Richard M. Shaw
Secretary