

F 96000001154

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

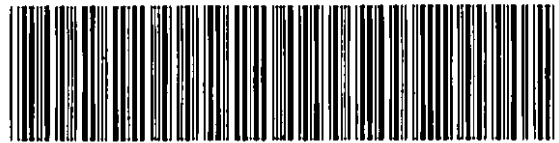
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S. TALLENT

AUG 15 2018

RECEIVED
FLORIDA
AUG 15 2018

18 AUG 10 PM 4:25

Foreign
prob'ly
Amount

RECEIVED
FLORIDA
AUG 15 2018

18 AUG 10 AM 10:01

FILED



RESUBMIT

Please give original
submission date as file date.

FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 13, 2018

CORPORATION SERVICE COMPANY
MUNICH RE STOP LOSS, INC.

SUBJECT: MUNICH RE STOP LOSS, INC.
Ref. Number: F96000001154

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

THE ENTITY NAME CHANGE AMENDMENT MENTIONED IN YOUR LETTER WAS NOT INCLUDED. PLEASE RESUBMIT ALL NECESSARY DOCUMENTATION.

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) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 218A00016656

48 AUG 14 AM 11:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

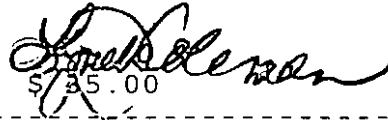
CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 338431 7224874

AUTHORIZATION :

COST LIMIT : \$ 35.00



ORDER DATE : August 8, 2018

ORDER TIME : 2:47 PM

ORDER NO. : 338431-005

CUSTOMER NO: 7224874

FOREIGN FILINGS

NAME: MUNICH RE STOP LOSS, INC.

XX CORPORATE
 LIMITED PARTNERSHIP
 LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT# 62925

EXAMINER: _____



TMS Re, LLC

Michael E. Shevlin

Chief Executive Officer

Travis J. Micucci

President & Chief Operating Officer

August 10, 2018

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: TMS Re, Inc. – name authorization

To Whom It May Concern,

TMS Re, LLC a limited liability company organized under the laws of Delaware acquired Munich Re Stop Loss, Inc. and directly controls 100% of the corporation. The acquisition was a buyout by the existing company management. There is no material changes in the operations of the company.

Following the acquisition, the name Munich Re Stop Loss, Inc. has changed to TMS Re, Inc. There will be no change to the FEIN (65-0644164) or the corporate address. Enclosed is a copy of the certified Amended Articles of Incorporation filed with Delaware reflecting the name change for your reference.

TMS Re, LLC authorizes the use of the company name TMS Re, Inc.

Thank you for the attention in this matter.

Sincerely,

Travis J. Micucci

President & Chief Operating Officer

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Munich Re Stop Loss, Inc.

Name of Corporation

DOCUMENT NUMBER: F96000001154

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Teresa Cheng

Name of Contact Person

TMS Re, Inc.

Firm/Company

5200 Blue Lagoon Drive, Suite 600

Address

Miami, FL 33126

City/State and Zip Code

teresacheng@munichre.com

E-mail address: (to be used for future annual report notification) ✓

For further information concerning this matter, please call:

Teresa Cheng

at (786) 747-0808

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)

F96000001154

(Document number of corporation (if known))

1. Munich Re Stop Loss, Inc.

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

2. Delaware

(Incorporated under laws of)

3. 03/06/1996

(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? 07/02/2018

5. TMS 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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

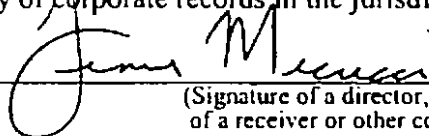
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

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

(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)

Travis J. Micucci

(Typed or printed name of person signing)

Director, President, Treasurer & Chief Operating Officer

(Title of person signing)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MUNICH RE STOP LOSS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "TMS RE, INC." ON THE SECOND DAY OF JULY, A.D. 2018, AT 5:19 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TMS RE, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF FEBRUARY, A.D. 1996.



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

2594258 8320
SR# 20186080841

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203214359
Date: 08-08-18


Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, 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 "MUNICH RE STOP LOSS, INC.", CHANGING ITS NAME FROM "MUNICH RE STOP LOSS, INC." TO "TMS RE, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JULY, A.D. 2018, AT 5:19 O'CLOCK P.M.

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



Jeffrey W. Bullock, Secretary of State

2594258 8100
SR# 20185480251

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203003531
Date: 07-03-18

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of
Munich Re Stop Loss, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Article I" so that, as amended, said Article shall be and read as follows:

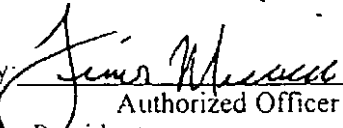
"Article I

"The name of the Corporation is TMS Re, Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 30th day of June, 2018.

By: 
Authorized Officer
Title: President

Name: Travis J. Micucci
Print or Type