

F97 0000000052

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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FILED

03 DEC 24 AM 11:41

CLERK OF STATE
TALLAHASSEE, FLORIDA

Amend

? 1/6/04

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Odyssey Reinsurance Corporation
(Name of corporation)

DOCUMENT NUMBER: F97-52

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Melissa Victor

(Name of person)

Odyssey America Reinsurance Corporation

(Name of firm/company)

300 First Stamford Place

(Address)

Stamford, Connecticut 06902

(City/state and zip code)

For further information concerning this matter, please call:

Melissa Victor

(Name of person)

at (203) 940-8136

(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
409 E. Gaines Street
Tallahassee, FL 32399



Via Federal Express

December 23, 2003

State of Florida
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Fl 32399

**Re: Odyssey Reinsurance Corporation
Name Change Application**

Dear Sir/Madam:

On behalf of Odyssey Reinsurance Corporation, enclosed for name change filing are the following completed documents:

1. Transmittal Letter;
2. Application by Foreign Profit Corporation to File Amendment to Application of Authority; and
3. Certified Copy of the Certificate of Amendment to Certificate of Incorporation from our state of domicile.

Also, enclosed is a check in the amount of \$42.75, which represents \$35.00 filing fee and \$8.75 for an original Certificate of Status.

If you should have any questions, please do not hesitate to contact me directly at (203) 940-8136.

Thank you for your assistance.

Very truly yours,

Melissa A. Victor
Compliance Paralegal

Encl.

MV--

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)

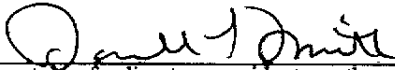
Not Known
(Document number of corporation (if known))

FILED
03 DEC 24 AM 11:41
CLERK OF STATE
TALLAHASSEE, FLORIDA

1. Odyssey Reinsurance Corporation
(Name of corporation as it appears on the records of the Department of State)
2. Delaware (Incorporated under laws of)
3. July 30, 1991
(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? December 4, 2003
5. Clearwater Insurance 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)
6. If the amendment changes the period of duration, indicate new period of duration.
No Change
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
No Change
(New jurisdiction)


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

Donald L. Smith
(Typed or printed name of person signing)

December 23, 2003
(Date)

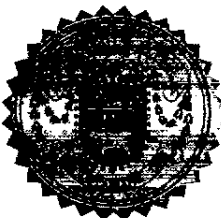
SVP, General Counsel & Corp.
(Title of person signing) Secretary

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 "ODYSSEY REINSURANCE CORPORATION", FILED IN THIS OFFICE ON THE FOURTH DAY OF DECEMBER, A.D. 2003, AT 11:30 O'CLOCK A.M.



0853495 8100

030793388

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2802146

DATE: 12-10-03

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:30 AM 12/04/2003
FILED 11:30 AM 12/04/2003
SRV 030777348 - 0853495 FILE

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

Odyssey Reinsurance Corporation

a 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 Odyssey Reinsurance Corporation

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 " FIRST " so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the Corporation shall be Clearwater Insurance Company."

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.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Odyssey Reinsurance Corporation has caused this certificate to be signed by

Mark A. Welshons, an Authorized Officer,
this 3rd day of December, 2003

By: Mark A. Welshons
Authorized Officer
Title: Vice President, Assistant Corporate Secretary
and Assistant General Counsel

Name: Mark A. Welshons
Print or Type