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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Zurich American Insurance Company
(Name of corporation - must include suffix)

500002732585-6

-01/07/99-01002-012

*****87.50 *****87.50

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:

Travis L. Miller

(Name of Person)

Katz, Kutter, Haigler, Alderman, Bryant & Yon

(Firm/Company)

106 East College Avenue, Suite 1200

(Address)

Tallahassee, FL 32301

(City/State/Zip)

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DIVISION OF CORPORATIONS

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

Travis L. Miller
(Name of Person)

at (850) 224-9634
(Area Code & Daytime Telephone Number)

STREET ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. Zurich American Insurance Company
(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 3. 36-4233459
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 3, 1998 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1999
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.153, F.S.)

7. 1400 American Lane
Schaumburg, IL 60196-1056
(Current mailing address)

8. Property/Casualty Insurance
(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: Insurance Commissioner
 Office Address: Capitol
Tallahassee, Florida, 32399-0300
(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.

Insurance Commissioner
(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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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

PLEASE SEE ATTACHED OFFICER AND DIRECTOR LISTS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: _____

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

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. David A. Bowers, Director, Executive Vice President and General Counsel (Typed or printed name and capacity of person signing application)

Zurich American Insurance Company
Officers
December 7, 1998

Constantine Philippos Iordanou President and Chief Executive Officer Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196	Thomas Harry Hite Executive Vice President Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196
Loren Jay Alter Executive Vice President and Chief Financial Officer Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196	Thomas Griffeth Kaiser Executive Vice President Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196
John James Amore Executive Vice President Zurich American Insurance Company One Liberty Plaza - 53 rd Floor 165 Broadway New York, NY 10006	Mark Donald Lyons Executive Vice President Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196
David Alan Bowers Executive Vice President and General Counsel Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196	Michael David Markman Executive Vice President Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196
John Donald Cole Executive Vice President Zurich American Insurance Company 3910 Keswick Road Baltimore, Maryland 21211	Frank Anthony Patalano Executive Vice President Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196
Michael Anthony Fortune Executive Vice President Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196	Thomas Joseph Santorelli Executive Vice President Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196
Donna Lynn Galer Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196	Susan Kott Harold Corporate Secretary Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196
Howard Donald Hanson Executive Vice President Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196	

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Zurich American Insurance Company
Board of Directors
 December 7, 1998

William Howard Bolinder, Chairman Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196	Constantine Philippos Iordanou Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196
Loren Jay Alter Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196	Thomas Griffeth Kaiser Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196
John James Amore Zurich American Insurance Company One Liberty Plaza - 53 rd Floor 165 Broadway New York, NY 10006	Michael Gerard Kerner Zurich American Insurance Company One Liberty Plaza - 53 rd Floor 165 Broadway New York, NY 10006
David Alan Bowers Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196	David Alan Levinson Zurich American Insurance Company One Liberty Plaza - 53 rd Floor 165 Broadway New York, NY 10006
Michael Anthony Fortune Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196	Mark Donald Lyons Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196
Howard Donald Hanson Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196	Frank Anthony Patalano Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196
Thomas Harry Hite Executive Vice President Zurich American Insurance Company 1400 American Lane Schaumburg, IL 60196	

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Certificate of Good Standing

STATE OF NEW YORK

I N S U R A N C E D E P A R T M E N T

It is hereby certified that

ZURICH AMERICAN INSURANCE COMPANY
of New York, New York

was incorporated under the laws of the State of New York on June 3, 1998,
under the title of ZURICH AMERICAN INSURANCE COMPANY and was licensed to
transact insurance business in the State of New York on December 16, 1998.

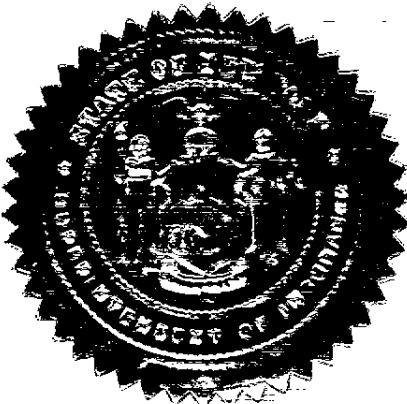
IT IS HEREBY FURTHER CERTIFIED that the aforesaid Company is duly
authorized in the State of New York to transact the business of
accident and health, fire, miscellaneous property, water damage, burglary
and theft, glass, boiler and machinery, elevator, animal, collision,
personal injury liability, property damage liability, workers'
compensation and employers' liability, fidelity and surety, credit, motor
vehicle and aircraft physical damage, marine and inland marine, marine
protection and indemnity, residual value, credit unemployment, gap, gap
service contract reimbursement insurance, as specified in paragraphs 3
4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 19, 20, 21, 22, 24,
26(A) (B) (C) (D), 27, and 28 of Section 1113(a) of the New York Insurance
Law and also such workers' compensation insurance as may be incident to
coverages contemplated under paragraphs 20 and 21 of Section 1113(a),
including insurances described in the Longshoremen's and Harbor Workers'
Compensation Act (Public Law No. 803, 69 Cong. as amended; 33 USC Section
901 et seq. as amended), and as authorized by Section 4102(c), insurance
of every kind or description outside of the United States and reinsurance
of every kind or description and has been continuously licensed and
remains in good standing to the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed the official seal of this Department
at the City of Albany, New York, this
31st day of December 1998.

NEIL D. LEVIN
Superintendent of Insurance

By *Barbara E. Chiles*

Special Deputy Superintendent



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