

F990000000995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NO
4-20-07
an

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CORE Insurance Company

DOCUMENT NUMBER: F99000000995

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cheryl Friscia
(Name of Contact Person)

Endurance American Insurance Company
(Firm/ Company)

767 Third Avenue, 5th Floor
(Address)

New York, NY 10017
(City/ State and Zip Code)

For further information concerning this matter, please call:

Cheryl Friscia at (212) 209-6526
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 26, 2007

CHERYL FRISCIA
767 THIRD AVENUE 5TH FLOOR
NEW YORK, NY 10017

SUBJECT: CORE INSURANCE COMPANY
Ref. Number: F99000000995

We have received your document for CORE INSURANCE 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):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application. The amendment should be filed after the occurrence of such a change within 30 days for a not for profit corporation and within 90 days for a profit corporation. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

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) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 307A00020512

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)

F99000000995

(Document number of corporation (if known))

FILED
07 APR 20 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. CORE Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Vermont 3. 02/22/99
(Incorporated under laws of) (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? October 11, 2006
5. Endurance American 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)

N/A
(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.

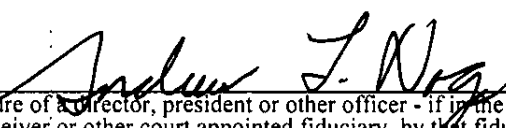
N/A

(New duration)

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

Delaware

(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)

Andrew L. Noga

(Typed or printed name of person signing)

SVP, General Counsel

(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENDURANCE AMERICAN INSURANCE COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF APRIL, A.D. 2007.

4234335 8300

070437578



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5597763

DATE: 04-16-07

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ENDURANCE AMERICAN INSURANCE COMPANY" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF DOMESTICATION, FILED THE ELEVENTH DAY OF OCTOBER, A.D. 2006, AT 11 O'CLOCK A.M.

CERTIFICATE OF INCORPORATION, FILED THE ELEVENTH DAY OF OCTOBER, A.D. 2006, AT 11 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE ELEVENTH DAY OF OCTOBER, A.D. 2006, AT 11:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "ENDURANCE AMERICAN INSURANCE COMPANY".



4234335 8100H

060933412

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5110186

DATE: 10-12-06

**CERTIFICATE OF DOMESTICATION
OF
ENDURANCE AMERICAN INSURANCE COMPANY**

WHEREAS, Endurance American Insurance Company (the "Company") was originally incorporated in the State of Vermont on March 21, 1996 under the name CORE Insurance Company, and has continued to actively conduct its business as a Vermont domiciled insurance corporation until the date of the filing of this certificate; and,

WHEREAS, the Company now desires to transfer its corporate domicile and its principal place of business from the State of Vermont to the State of Delaware and to redomesticate in the State of Delaware as a Delaware domiciled insurance corporation pursuant to 18 Del. C Sec. 4946; and,

WHEREAS, the Insurance Departments of the States of Delaware and Vermont have reviewed this proposed transfer of domicile and have both issued orders approving the said redomestication of the Company from the State of Vermont to the State of Delaware (see attached copies of the Orders); and

WHEREAS, it is necessary to formalize this redomestication by filing in Delaware this Certificate of Domestication and the attached copies of the Company's Certificate of Incorporation and Restated Certificate of Incorporation.

NOW, THEREFORE, Michael P. Fujii, the President and Andrew L. Noga, the Secretary of the Company do hereby certify as follows:

1. Endurance American Insurance Company was originally incorporated as a corporation in the State of Vermont on March 21, 1996, under the name of CORE Insurance Company with a continuous date of incorporation of March 21, 1996.
2. The current name of the Corporation is Endurance American Insurance Company and this is the name set forth in its attached Articles of Amendment, Restatement and Redomestication.
3. The Corporation's domicile and principal place of business has been the State of Vermont prior to filing this Certificate of Domestication, but will be located at 1209 Orange Street, Wilmington, Delaware after the filing of this Certificate.

4. The Company shall be domesticated with the State of Delaware upon the filing of this Certificate and shall thereafter be subject to all the applicable provisions of Delaware law and the existence of the Corporation shall be deemed to have commenced on the date the Corporation is considered to have commenced its existence in the State of Vermont which is March 21, 1996.

5. The domestication for the Company to Delaware shall not be deemed to affect any obligations or liabilities of the Corporation incurred prior to this domestication.

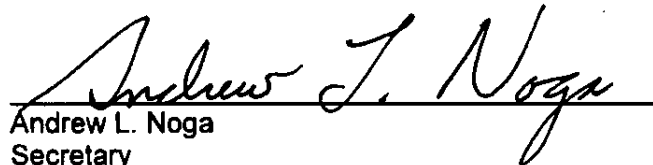
ENDURANCE AMERICAN INSURANCE COMPANY

By: _____



Michael P. Fujii
President

Attested by:


Andrew L. Noga
Secretary

(CORPORATE SEAL)

Dated: October 9, 2006.

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:00 AM 10/11/2006
FILED 11:00 AM 10/11/2006
SRV 060933387 - 4234335 FILE

**CERTIFICATE OF INCORPORATION
OF
ENDURANCE AMERICAN INSURANCE COMPANY**

Endurance American Insurance Company (the "Corporation") was originally incorporated in the State of Vermont on March 21, 1996 under the name of CORE Insurance Company. This Certificate of Incorporation, as amended by various amendments filed in Vermont prior to the date of this Certificate, shall become the Corporation's Delaware Certificate of Incorporation upon the filing in Delaware of the Corporation's Certificate of Domestication, to which it is an attachment.

ARTICLE I - NAME

The name of the corporation is Endurance American Insurance Company.

ARTICLE II - LOCATION

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801, and the name of its initial registered agent at such address is The Corporation Trust Company.

ARTICLE III - DURATION

The period of duration shall be perpetual.

ARTICLE IV - PURPOSES

The purpose of the Corporation is:

- (a) to engage in the business of multiple line insurance of any and every kind and nature and to issue any and all forms of contracts or policies with respect to property, casualty, marine, transportation and surety insurance of any kind or nature, but excluding the business of insuring or issuing policies or contracts respecting the insurance of life, health, life and health, or title risks;
- (b) to reinsure its risks in other companies, in whole or part, and to reinsure risks of other companies, in whole or in part; and
- (c) to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares that the Corporation shall have the authority to issue is Six Million shares of Common Stock, and the par value of each such share is one dollar

(\$1.00). The amount of authorized stock of the Corporation if any class or classes may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

ARTICLE VI – DIRECTORS

Election of directors need not be by written ballot. Any director or the entire board of directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote, except as otherwise provided by law. In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have the power to adopt, amend and repeal the Bylaws of the Corporation.

ARTICLE VII-DIRECTOR'S LIABILITY

To the fullest extent permitted by the General Corporation Law of the State of Delaware, including but not limited to Title 8, Chapter 1, Section 102(b) (7) of the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or amendment of this Article Eight by the stockholders of the Corporation or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and shall not adversely affect any limitation on the personal liability of any director of the Corporation at the time of such amendment or repeal.

In the absence of fraud, no agreement or transaction between this Corporation and any other corporation or association shall be affected by the fact that any director or officer of this Corporation is interested in or a director or officer of such other corporation or association; any director or officer of this Corporation may be a party to or interested in any agreement or transaction of this Corporation; and no agreement or transaction of this Corporation with any person, persons, association or other corporation shall be affected by the fact that any director or officer of this Corporation is a party to or interested in such agreement or transaction or in any way connected with such person, persons, association or corporation; provided, however, that such agreement or transaction shall be authorized or ratified by the vote of a majority of the directors of this Corporation. No person who may become a director or officer of this Corporation shall be subjected to any liability which might otherwise exist on account of thus agreeing or entering into a transaction with this Corporation for the benefit of himself or any person, association or corporation in which he may be interested.

ARTICLE VIII-AMENDMENT

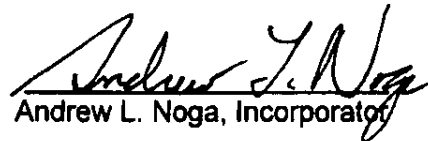
These Articles may be amended by written authorization of the holders of a majority of the voting power of the Corporation's outstanding capital stock or by affirmative vote of a majority voting at a lawful meeting of stockholders of which the notice given to stockholders included due notice of the proposal to amend.

ARTICLE IX - INCORPORATOR

The name and address of the Delaware incorporator is as follows:

Andrew L. Noga
Secretary and General Counsel
Endurance U.S. Insurance Operations
767 Third Avenue, 5th Floor
New York, NY 10017

IN WITNESS WHEREOF, the Incorporator of the Corporation hereto has caused this Delaware Certificate of Incorporation to be duly executed as of October 9, 2006, 2006.


Andrew L. Noga, Incorporator

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:00 AM 10/11/2006
FILED 11:01 AM 10/11/2006
REV 060933398 - 4234335 FILE

RESTATED CERTIFICATE OF INCORPORATION

OF

ENDURANCE AMERICAN INSURANCE COMPANY

Endurance American Insurance Company, a Corporation organized and existing under the laws of the State of Delaware as of the date of filing of this certificate, hereby certifies as follows:

1. The name of the Corporation is Endurance American Insurance Company. The Corporation was originally incorporated in the State of Vermont under the name of CORE Insurance Company. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of Vermont on March 21, 1996. A number of amendments have thereafter been made to the said Certificate of Incorporation by means of various Articles of Amendment, which were filed in Vermont.
2. Endurance American Insurance Company has been redomesticated from the State of Vermont to the State of Delaware effective as of the date of filing of this certificate, pursuant to Section 4946 of the Delaware Insurance Code (18 Del. C Sec. 4946) and all other applicable provisions of the Delaware and Vermont law and a Certificate of Incorporation incorporating all of the provisions of the prior Vermont Charter, as amended by all of the various amendments filed in Vermont, has today been filed as the *Delaware Certificate of Incorporation of the Corporation to implement its domestication to Delaware*. The Corporation now is filing this Restated Certificate of Incorporation to replace that Delaware Certificate of Incorporation to eliminate unnecessary provisions in that Certificate of Incorporation.
3. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, This Restated Certificate of Incorporation restates and integrates and further amends the provisions of the original Vermont Charter, as amended by all of the

various amendments filed in Vermont and becomes the Certificate of Incorporation of this Corporation.

The text of the Restated Certificate of Incorporation as heretofore filed, amended or supplemented in Vermont is hereby restated and further amended and reads in its entirety as follows:

CERTIFICATE OF INCORPORATION
OF
ENDURANCE AMERICAN INSURANCE COMPANY

ARTICLE I – NAME

The name of the corporation is Endurance American Insurance Company.

ARTICLE II – LOCATION

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801, and the name of its initial registered agent at such address is The Corporation Trust Company.

ARTICLE III – DURATION

The period of duration shall be perpetual.

ARTICLE IV – PURPOSES

The purpose of the Corporation is:

- (a) to engage in the business of multiple line insurance of any and every kind and nature and to issue any and all forms of contracts or policies with respect to property, casualty, marine, transportation and surety insurance of any kind or nature, but excluding the business of insuring or issuing policies or contracts respecting the insurance of life, health, life and health, or title risks;
- (b) to reinsure its risks in other companies, in whole or part, and to reinsure risks of other companies, in whole or in part; and
- (c) to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE V – CAPITAL STOCK

The aggregate number of shares that the Corporation shall have the authority to issue is Six Million shares of Common Stock, and the par value of each such share is one dollar (\$1.00). The amount of authorized stock of the Corporation if any class or classes may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

ARTICLE VI – DIRECTORS

Election of directors need not be by written ballot. Any director or the entire board of directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote, except as otherwise provided by law. In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have the power to adopt, amend and repeal the Bylaws of the Corporation.

ARTICLE VII-DIRECTOR'S LIABILITY

To the fullest extent permitted by the General Corporation Law of the State of Delaware, including but not limited to Title 8, Chapter 1, Section 102(b) (7) of the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or amendment of this Article Eight by the stockholders of the Corporation or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and shall not adversely affect any limitation on the personal liability of any director of the Corporation at the time of such amendment or repeal.

In the absence of fraud, no agreement or transaction between this Corporation and any other corporation or association shall be affected by the fact that any director or officer of this Corporation is interested in or a director or officer of such other corporation or association; any director or officer of this Corporation may be a party to or interested in any agreement or transaction of this Corporation; and no agreement or transaction of this Corporation with any person, persons, association or other corporation shall be affected by the fact that any director or officer of this Corporation is a party to or interested in such agreement or transaction or in any way connected with such person, persons, association or corporation; provided, however, that such agreement or transaction shall be authorized or ratified by the vote of a majority of the directors of this Corporation. No person who may become a director or officer of this Corporation shall be subjected to any liability which might otherwise exist on account of thus agreeing or entering into a transaction with this Corporation for the benefit of himself or any person, association or corporation in which he may be interested.

ARTICLE VIII-AMENDMENT

These Articles may be amended by written authorization of the holders of a majority of the voting power of the Corporation's outstanding capital stock or by affirmative vote of a majority voting at a lawful meeting of stockholders of which the notice given to stockholders included due notice of the proposal to amend.

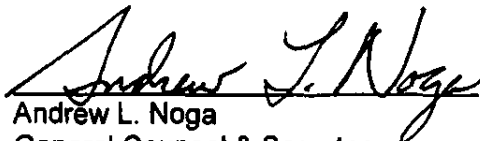
ARTICLE IX - INCORPORATOR

The name and address of the Delaware incorporator is as follows:

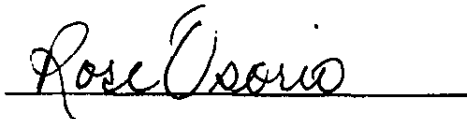
Andrew L. Noga
Secretary and General Counsel
Endurance U.S. Insurance Operations
767 Third Avenue, 5th Floor
New York, NY 10017

IN WITNESS WHEREOF, we have executed this Restated Certificate of

Incorporation this 9th day of October, 2006.


Andrew L. Noga
General Counsel & Secretary

ATTEST:



Rose Osorio

STATE OF DELAWARE**DEPARTMENT OF INSURANCE
Dover, Delaware**

I, Matthew Denn, Insurance Commissioner of the State of Delaware, do hereby certify that as of December 31, 2006

ENDURANCE AMERICAN INSURANCE COMPANY

was duly organized under the laws of the State of Delaware, and authorized to issue policies and transact the business of:

VEHICLE	LIABILITY	BURGLARY & THEFT
PERS. PROP. FLOATER	GLASS	BOILER & MACHINERY
CREDIT	WORK COMP & EMP LIAB	LEAKAGE & FIRE EQUIP
MALPRACTICE	ELEVATOR	ENTERTAINMENTS
MISCELLANEOUS	PROPERTY	SURETY
MARINE & TRANSPORT	LIVESTOCK	



In Witness Whereof, I HAVE
HEREUNTO SET MY HAND AND AFFIXED THE OFFICIAL
SEAL OF THIS DEPARTMENT AT THE CITY OF DOVER.
THIS 7TH DAY OF FEBRUARY, 2007.

Handwritten signature of Matthew Denn in black ink.

INSURANCE COMMISSIONER