

DWD
D. W. WYKE and COMPANY of CONNECTICUT, INC.
M99000000919

Reinsurance Intermediaries and Consultants 329 Riverside Avenue, Westport, Connecticut 06880

(203) 341-8771
Fax: (203) 341-8772/8773

VIA UPS OVERNIGHT DELIVERY

June 2, 1999

State of Florida
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300002894013--5
-06/03/99--01060--003
*****250.00 *****250.00

Re: International Re/Assurance LLC

300002894013--5
-06/17/99--01032--001
*****35.00 *****35.00

Dear Sir or Madam:

With regard to the above-referenced limited liability company, I have enclosed the completed application for authorization to transact business in Florida. Also enclosed is an original Certificate of Good Standing as well as our company's check representing the filing fee.

If you have any questions, please don't hesitate to contact me.

Very truly yours,

Peter L. Craft
Peter L. Craft

PLC/jj

Enclosures

FILED
99 JUN 17 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M99-919

Name	CP 6-21
Availability	CP
Document Examiner	CP
Update	CP
Updater	CP
Verifier	CP
Acknowledgment	CP
W. P. Verifier	CP

**NCR NATIONAL
CORPORATE
RESEARCH, LTD.**

New York, NY

~ Albany, NY

~ Dover, DE

~ Los Angeles, CA

FEDERAL EXPRESS

Friday, May 28, 1999

**RE: INTERNATIONAL RE/ASSURANCE, LLC
Formerly: D2 VENTURE 7, LLC
(NCR# CAL93748)**

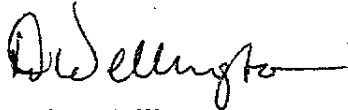
Jean M. Johanson, Legal Assistant
D.W. VAN DYKE AND COMPANY OF CONNECTICUT, INC.
329 Riverside Avenue
Westport, CT 06880

Dear Jean:

Enclosed is a Good Standing Certificate on behalf of *International Re/Assurance, LLC* formerly *D2 Venture 7, LLC* from the Secretary of State of Connecticut.

It was a pleasure to have been of service in this matter.

Sincerely,



Laurel J. Wellington
Corporate Specialist

LJW:amd
Enclosure

FILED
99 JUN 17 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



D.W. VAN DYKE and COMPANY of CONNECTICUT, INC.

Reinsurance Intermediaries and Consultants 329 Riverside Avenue, Westport, Connecticut 06880

(203) 341-8771
Fax: (203) 341-8772/8773

VIA UPS OVERNIGHT DELIVERY

June 14, 1999

State of Florida
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Attention: Ms. Tammi Cline
Document Specialist

Re: International Re/Assurance LLC

Dear Ms. Cline:

Thank you for your recent correspondence.

I have enclosed our company's check, in the amount of \$35.00, representing the balance due. Also enclosed is the Certificate of Designation which previously omitted.

If you have any questions, please don't hesitate to contact me.

Very truly yours,


Peter L. Craft

PLC/jj

Enclosures

FILED
09 JUN 17 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- INTERNATIONAL REI ASSURANCE, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
- Connecticut
(Jurisdiction under the law of which foreign limited liability company is organized)
- 06-1519142
(FEI number, if applicable)
- June 22, 1998
(Date of Organization)
- December 1, 2050
(Duration: Year limited liability company will cease to exist or "perpetual")
- January 2, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 329 Riverside Avenue, Westport, CT 06880
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Ziad T. Shyman 2600 Douglas Road, Suite 1007 Coral Gables, FL 33134	President MGRM		

99 JUN 17 PM 5:09
 FILED
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of International
Re/Assurance, LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____ ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash or property contributed and anticipated to be contributed by member(s) is \$ 1,000.00 ;
(This total includes amounts from 2 and 3 above.)

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Peter L. Craft

Typed or printed name of signee

FILED
09 JUN 17 PM 5: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

International Re/Assurance, LLC

2. The name and the Florida street address of the registered agent and office is:

Ziad T. Suman

(Name)

Suite 1007, 2600 Douglas Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Coral Gables, FL 33134

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ziad T. Suman
(Signature)

Filing Fee: \$35 for Designation of Registered Agent

FILED
09 JUN 17 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

D2 VENTURE 7, LLC

a Limited Liability Company under the Connecticut General Statutes was
filed in this office on June 22, 1998. The following comprises a list
of amendments changing its name as filed in this office as of the date
of this certificate:

AMENDMENTS CHANGING THE NAME TO

INTERNATIONAL RE/ASSURANCE, LLC

File Date: August 27, 1998

File Time: 08:30 AM

Insofar as the records of this office reveal, the limited liability
company is in existence.



Secretary of the State

Date Issued: May 26, 1999