P00407

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

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01/27/14--01040--028 **52.50

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
14 FEB 12 AM 3:41

Amend & Name Change

FEB 20 2014

T. CARTER

FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 31, 2014

BRENT KESSLER
SCOR REINSURANCE COMPANY
199 WATER STREET, SUITE 2100
NEW YORK, NY 10038 US

SUBJECT: GENERALI USA LIFE REASSURANCE COMPANY
Ref. Number: P00407

We have received your document for GENERALI USA LIFE REASSURANCE COMPANY and your check(s) totaling $52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The state of jurisdiction on line 2 does not match our records. Please list the previous state of jurisdiction on line 2 as the new jurisdiction is listed on line 7.

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.

Tina D Carter
Regulatory Specialist

Letter Number: 214A00002271

RECEIVED
14 FEB 12 AM 8:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SCOR Global Life

L. Brent Kessler
Assistant Corporate Secretary

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

January 14, 2014

Re: **Application to File Amendment: SCOR Global Life USA Reinsurance Company (f/k/a Generali USA Life Reassurance Company (P00407)**

Please find enclosed the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida to reflect the name change of the Company to SCOR Global Life USA Reinsurance Company and the redomestication of the Company to Delaware. Accordingly, please also find enclosed the following items:

1) Check for $52.50 Filing Fee;
2) Copy of Certificate of Domestication evidencing redomestication of the Company, certified by Secretary of State of new domiciliary state;
3) Certificate of Name Change Approval issued by domiciliary state Insurance Department;and
4) Copy of Certificate of Amendment evidencing Name Change of the Company, certified by Secretary of State of new domiciliary state.

If you have any questions or require additional information please do not hesitate to contact me.

Sincerely,

L. Brent Kessler
Tel.: 212 884-9679
Fax: 212 480-1329
E-mail: bkessler@scor.com

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Generali USA Life Reassurance Company
Name of Corporation

DOCUMENT NUMBER: P00407

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brent Kessler
Name of Contact Person

SCOR Reinsurance Company
Firm/Company

199 Water Street, Suite 2100
Address

New York, NY 10038
City/State and Zip Code

bkessler@scor.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Brent Kessler at (212) 884-9679
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)

FBD - BX

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)

P00407
(Document number of corporation (if known))

14 FEB 12 AM 3: 4
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Generali USA Life Reassurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Missouri
(Incorporated under laws of)

3. 12/28/1983
(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 1, 2013

5. SCOR Global Life USA Reinsurance 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)

____
(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.

Delaware
(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)

Brent Kessler
(Typed or printed name of person signing)

Asst. Corp. Secretary
(Title of person signing)

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DOMESTICATION OF NONDELAWARE INSURANCE CORPORATION OF "GENERALI USA REASSURANCE COMPANY" FILED IN THIS OFFICE THE TWENTIETH DAY OF AUGUST, A.D. 2013, AT 3:04 P.M.

5385138

131003579

SECRETARY OF STATE · DELAWARE

Jeffrey W. Bullock, Secretary of State

8-20-2013

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:04 PM 08/20/2013
FILED 03:04 PM 08/20/2013
SRV 131003579 - 5385138 FILE

CERTIFICATE OF DOMESTICATION
OF
GENERALI USA LIFE REASSURANCE COMPANY

WHEREAS, The Mercantile and General Life Reassurance Company of America was originally incorporated in the State of Delaware on July 13, 1982, and was redomesticated under the Articles of Redomestication of The Mercantile and General Life Reassurance Company of America, dated November 16, 1993 to the State of Michigan on December 29, 1993.

WHEREAS, Generali USA Life Reassurance Company was redomiciled to Missouri pursuant to a Notice of Intention to Redomesticate dated December 2, 2003, that was approved by the Missouri Secretary of State's issuance of a Certificate of Acceptance on December 30, 2003 and the issuance of an amended Certificate of Authority by the Missouri Department of Insurance reflecting the redomestication dated December 30, 2003 and has continued to actively conduct its business as a Missouri domestic insurance corporation until the effective date of this certificate;

WHEREAS, Generali USA Life Reassurance Company now desires to transfer its corporate domicile from the State of Missouri to the State of Delaware and redomesticate in the State of Delaware, as a Delaware domiciled insurance Corporation pursuant to 18 Del. C. §4946;

WHEREAS, the Insurance Departments of the States of Delaware and Missouri have reviewed this proposed transfer of domicile and have both issued orders approving the said redomestication of Generali USA Life Reassurance Company from the State of Missouri to the State of Delaware; and

WHEREAS, it is necessary to formalize this redomestication by filing in Delaware this Certificate of Domestication and the attached Articles of Incorporation, Generali USA Life Reassurance Company's current Articles of Incorporation as amended in Missouri as of the date of the filing.

NOW, THEREFORE, John C. Brueckner, the President and David A. Gates, the Secretary of Generali USA Life Reassurance Company do hereby certify as follows:

1. Generali USA Life Reassurance Company was incorporated as a corporation in the State of Delaware on July 13, 1982.

2. The current name of the Corporation is Generali USA Life Reassurance Company and this is the name set forth in its attached Certificate of Incorporation;

4. Generali USA Life Reassurance Company shall be domesticated within the State of Delaware upon the effective date set forth in 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 commenced its existence in the State of Delaware which was July 13, 1982.

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

6. The effective date of this Certificate shall be August 20, 2013

GENERALI USA LIFE REASSURANCE COMPANY

By:
J.C. Brueckner
President

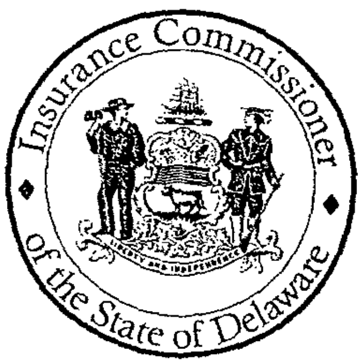
Attested by:

David A Gates
Secretary

Date: August 19, 2013

CERTIFICATE OF NAME CHANGE APPROVAL

I, Karen Weldin Stewart, Insurance Commissioner of the State of Delaware, do hereby certify that the Delaware Department of Insurance has approved the name change from GENERALI USA LIFE REASSURANCE COMPANY to SCOR GLOBAL LIFE USA REINSURANCE COMPANY, effective October 1, 2013.



In Witness Whereof, I have hereunto set my hand and affixed the official seal of this Department at the City of Dover, this 5th day of November 2013.

Karen Weldin Stewart, CIR-ML
Insurance Commissioner

Delaware

The First State

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 "GENERALI USA LIFE REASSURANCE COMPANY", CHANGING ITS NAME FROM "GENERALI USA LIFE REASSURANCE COMPANY" TO "SCOR GLOBAL LIFE USA REINSURANCE COMPANY", FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 2013, AT 10:26 O'CLOCK A.M.

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

5385138 8100

131147283

SECRETARY OF STATE · DELAWARE

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 0778674

DATE: 10-01-13

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:26 AM 10/01/2013
FILED 10:26 AM 10/01/2013
SRV 131147283 - 5385138 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF RESTATED CERTIFICATE OF INCORPORATION

Generali USA Life Reassurance Company, 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 Generali USA Life Reassurance Company resolutions were duly adopted setting forth a proposed amendment of the Restated 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 Restated Certificate of Incorporation of this corporation be amended by changing "Article I" thereof so that, as amended said Article I shall be and read as follows:

ARTICLE I

The name of the corporation is SCOR Global Life USA Reinsurance Company.

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

ARTICLE VI

The amount of the total authorized capital stock of the SCOR Global Life USA Reinsurance Company is 10,000 shares of common stock, par value $1,000. The capital represented by the 10,000 shares of common stock issued and outstanding is $10,000,000

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 day of October 1, 2013.

By:

Title: Corporate Secretary

Name: Maxine H. Verne