

P03009

Direct Response Corporation

June 2, 1997

BY CERTIFIED MAIL -
RETURN RECEIPT REQUESTED

Amendment Section
Division of Corporations
POB 6327
Tallahassee FL 32314

600002231126--4
-07/07/97--01079--020
*****43.75 *****43.75

Re: Acquisition of John Hancock Indemnity Company
NAIC #43044, FEIN 04-2794993, by Direct Response Corporation,
and the Subsequent Name Change to Response Insurance Company

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -3 AM 10:42

Gentlemen:

Enclosed are the following documents to support the change of control and name change of John Hancock Indemnity Company to Response Insurance Company:

1. Certified copy of the Certificate of Amendment of Certificate of Incorporation;
2. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
3. Certified Delaware Certificate of Authority, in the name of Response Insurance Company;
4. Check #250 for \$43.75 filing fees.

The change of control was effective September 12, 1996. The company name was originally changed to "Direct Response Insurance Company" on September 12, 1996 and filed with the Delaware Secretary of State on September 19, 1996. By a subsequent action of the Board of Directors, the company name was again changed, to "Response Insurance Company", on December 19, 1996, which was filed with the Delaware Secretary of State on December 23, 1996. Copies of both Certificates of Amendment, and a photocopy of the "Direct Response Insurance Company" intermediate Certificate of Authority, are included to provide a clearer record of this transition.

FILING 35
R. AGENT _____
CERT. COPY _____
CUS 8.75
OVERPAYMENT _____

Direct Response Corporation
2975 Westchester Avenue, Suite G-1 • Purchase NY 10577 • Fax 914/694-3952 • Tel 914/694-2886
Mailing Address: P.O. Box 129122 • Boston MA 02112 • Fax 617/951-1540 • Tel 617/951-1049

NIC Amend
7/3/97 8

FL Div. of Corporations, 06/02/97, page 2

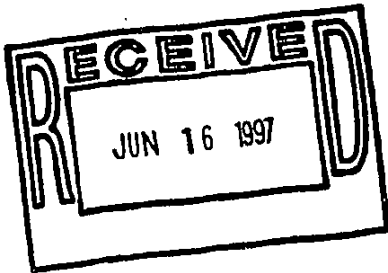
Please forward the Certificate of Status to my attention at the following address: P.O. Box 129122, Boston MA 02112-9122.

We appreciate your assistance in completing this transaction. I am available at 617/951-1049 to address any questions or concerns you may have.

Sincerely,

A handwritten signature in cursive script, appearing to read "Deborah M. Snyder".

Deborah M. Snyder
State Filing Coordinator



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 11, 1997

Deborah M. Snyder
Direct Response Corporation
P. O. Box 129122
Boston, MA 02112

SUBJECT: JOHN HANCOCK INDEMNITY COMPANY
Ref. Number: P03009

We have received your document for JOHN HANCOCK INDEMNITY COMPANY and check(s) totaling \$43.75. However, your check(s) and document are being returned for the following:

Your check for \$43.75 was not signed.

In the future when filing name change amendments, a separate amended application and \$35 fee should accompany each application.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 697A00031356

6/16/97 conv w/DP: OK to treat as single transaction, just have ck signed & resubmit

Direct Response Corporation

18
June 2, 1997 **DUPLICATE**

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Division of Corporations
POB 6327
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FL Div. of Corporations, 06/02/97, page 2

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Sincerely,

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Deborah M. Snyder
State Filing Coordinator

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)

1. John Hancock Indemnity Company
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. August 13, 1984
Incorporated under laws of Date authorized to do business in Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 13 1984

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? 23 December 1996

5. Response 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.

n/a
New Duration

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

n/a
New Jurisdiction

Jane Dickson
Signature
Jane Dickson
Typed or printed name

14th February 1997
Date
Vice President, General Counsel
Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, 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 "JOHN HANCOCK INDEMNITY COMPANY", CHANGING ITS NAME FROM "JOHN HANCOCK INDEMNITY COMPANY" TO "DIRECT RESPONSE INSURANCE COMPANY", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF SEPTEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2009617 8100

960271805

AUTHENTICATION:

8116211

DATE:

09-24-96

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

John Hancock Indemnity Company a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: By unanimous written consent of the Board of Directors of John Hancock Indemnity Company resolutions were duly adopted setting forth proposed amendments of the Certificate of Incorporation of said corporation, declaring said amendments to be advisable. The resolutions setting forth the proposed amendments are as follows:

RESOLVED: That the Certificate of Incorporation of this Company 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 is Direct Response Insurance Company.

RESOLVED: That the Certificate of Incorporation of this Company be amended by changing the Article thereof numbered "SECOND" so that, as amended, said Article shall be and read as follows:

SECOND: The address of the Corporation's registered office in the state of Delaware is 1013 Centre Road, Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

SECOND: That thereafter, the sole shareholder of said corporation voted in favor of the proposed amendments by unanimous written consent.

THIRD: That said amendments were 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 amendments.

IN WITNESS WHEREOF, said John Hancock Indemnity Company has caused this certificate to be signed by Charles A. Bryan, an Authorized Officer, as of this 12th day of September, 1996.

By: Charles A. Bryan
President

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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 "DIRECT RESPONSE INSURANCE COMPANY", CHANGING ITS NAME FROM "DIRECT RESPONSE INSURANCE COMPANY" TO "RESPONSE INSURANCE COMPANY", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

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





Edward J. Freel, Secretary of State

2009617 8100

960381454

AUTHENTICATION: 8274143

DATE: 01-07-97

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/23/1996
960381454 - 2009617

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

Direct Response Insurance 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 by unanimous written consent of the Board of Directors of Direct Response Insurance Company a resolution was duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED: That the Certificate of Incorporation of this Company 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 is Response Insurance Company.

SECOND: That thereafter, the sole shareholder of said corporation voted in favor of the proposed amendment by unanimous written consent.

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 Direct Response Insurance Company has caused this certificate to be signed by Charles A. Bryan, an Authorized Officer, as of this 19th day of December, 1996.

By: Charles A. Bryan
President

DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER

State of Delaware



841 SILVER LAKE BLVD.
P.O. BOX 7007
DOVER, DELAWARE 19903-1507
(302) 739 - 4251
FACSIMILE (302) 739 - 5280

Department of Insurance

CERTIFIED CERTIFICATE OF AUTHORITY

I, DONNA LEE H. WILLIAMS, Insurance Commissioner of the State of Delaware, do hereby certify that the attached Delaware Certificate of Authority No. 3459P, dated January 28, 1997, issued to the

RESPONSE INSURANCE COMPANY

is a true and correct copy of the document on file with this Department.

IN WITNESS WHEREOF, I HAVE HEREUNTO
SET MY HAND AND AFFIXED THE OFFICIAL
SEAL OF THIS DEPARTMENT AT THE CITY
OF DOVER, THIS 30TH DAY OF JANUARY,
1997.

Donna Lee H. Williams

DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER

Nº 3459 P

Annual Continuation Fee
\$25.00

State of Delaware



Department of Insurance

Certificate of Authority to Insurance Company

This Certifies that subject to and in accordance with the laws of this State,

The RESPONSE INSURANCE COMPANY
c/o Corporation Service Company, 1013 Centre Road, Wilmington, DE
of Mailing: 2975 Westchester Ave., Suite G1, Purchase, NY 19805
10577

Incorporated or Organized on May 26, 1983 in Delaware
as a Stock insurer is hereby authorized to transact the business of

Health, Property, Marine & Transportation, Casualty, including:
Vehicle, Liability, Burglary & Theft, Personal Property Floater,
Glass, Boiler & Machinery, Credit, Leakage & Fire Extinguisher
Equipment, Malpractice, Elevator, Congenital Defects, Livestock,
Entertainments and Miscellaneous

insurance within the State of Delaware as such classes are now or may hereinafter be defined. This Certificate of Authority is the property of the State of Delaware and shall continue in force until terminated, suspended or revoked, subject to requirements for continuation by or on March 1 annually as set forth in the Insurance Laws of the State of Delaware. Admitted on November 28, 1983; effective December 23, 1996 changed name from Direct Response Insurance Company to Response Insurance Company.

IN WITNESS WHEREOF, I have

hereunto set my hand and official seal, at Dover,

this 28th day of January, 1997.

Conna Lee H. Williams
INSURANCE COMMISSIONER

Catherine J. Driscoll
DEPUTY INSURANCE COMMISSIONER



Nº 3416 P

Annual Continuation Fee
\$25.00

State of Delaware



Department of Insurance

Certificate of Authority to Insurance Company

This Certifies that subject to and in accordance with the laws of this State,

The DIRECT RESPONSE INSURANCE COMPANY
c/o Corporation Service Company, 1013 Centre Road, Wilmington, DE
of Mailing: 2975 Westchester Avenue, Suite G1, Purchase, NY 19805
10577

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IN WITNESS WHEREOF, I have

hereunto set my hand and official seal, at Dover,
this 7th day of October, 1996



Gonna Lee H. Williams
Catherine Smith

DEPUTY INSURANCE COMMISSIONER