

FIRST CONSULTING
& Administration, Inc.

P04477

November 15, 2000

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500003474805--8
-11/22/00--01078--018
*****43.75 *****43.75

RE: Name Change for AXA Reinsurance Company (NAIC # 36552) to AXA Corporate
Solutions Reinsurance Company (NAIC # 36552)
Our File # 3269

Dear Sir or Madam:

On September 11, 2000, AXA Reinsurance Company's name was changed to AXA Corporate
Solutions Reinsurance Company.

I am enclosing the following:

1. Two certified copies of Amendment to Articles of Incorporation.
2. Check in the amount of \$43.75 for the required fee.

I have also enclosed the AXA authorization letter concerning the name change. During the name
change process, should you require anything further to update and complete your records
concerning the name change, please forward the correspondence and/or forms to:

First Consulting & Administration, Inc.
1020 Central, Suite 201
Kansas City, MO 64105-1670
Attn: Scott Sheffer, ext. 2742
Telephone (816) 391-2742, (800) 927-2730
Fax: (816) 391-2755

Thank you in advance for your help in this matter.

Sincerely,

FIRST CONSULTING & ADMINISTRATION, INC.

Scott Sheffer
Scott Sheffer, FLMI, CLU, AIRC
Associate Consultant
Writer's Extension: 2742
E-mail: scott.sheffer@firstconsulting.com

*gave authorization to
Correct date in block 3
on 1st page.
AC 12-4-00*

www.firstconsulting.com
1020 Central, Suite 201, Kansas City, Missouri 64105-1670
(816) 391-2730 • (800) 927-2730 • FAX: (816) 391-2755

FILED
00 NOV 22 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ac 12-4
n/c*

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. AXA Reinsurance Company
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. 12-26-1984
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? September 11, 2000
5. AXA Corporate Solutions 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.
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

Michael J. Sullivan
Signature

11-9-00
Date

Michael J. Sullivan
Typed or printed name

Vice President
Title

FILED
00 NOV 22 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware



DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER

841 SILVER LAKE BLVD.
DOVER, DELAWARE 19904-2465
(302) 739 - 4251
FACSIMILE (302) 739 - 5280

Department of Insurance

CERTIFIED CHARTER DOCUMENTS

I, DONNA LEE H. WILLIAMS, Insurance Commissioner of the State of Delaware do hereby certify that the attached corporate charter documents of the

AXA CORPORATE SOLUTIONS REINSURANCE COMPANY
f/k/a GAMMA REINSURANCE COMPANY, and
AXA REINSURANCE COMPANY

consisting of a Restated Certificate of Incorporation filed with the Delaware Secretary of State on January 29, 1985, and Certificates of Amendment filed on March 27, 1985, December 22, 1986, August 23, 1989, November 14, 1990, March 28, 1996, June 12, 1997, and September 11, 2000, are true and correct copies of the documents 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 25TH DAY OF SEPTEMBER,
2006

Donna Lee H. Williams

DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER



MICHAEL J. SULLIVAN
VICE PRESIDENT
STATE RELATIONS & COMPLIANCE

August 15, 2000

To: The Insurance Commissioner

Authorization

This letter, or a copy therefore, will authorize the consulting firm of First Consulting and Administration, Inc. Kansas City, Missouri, to represent this Company in matters before the Insurance Department concerning our name change.

This authorization shall be valid until revoked by us.

AXA Reinsurance Company

By: Michael J. Sullivan
Vice President
State Relations & Compliance

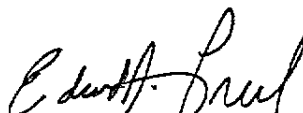
State of Delaware
Office of the Secretary of State

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 "AXA REINSURANCE COMPANY", CHANGING ITS NAME FROM "AXA REINSURANCE COMPANY" TO "AXA CORPORATE SOLUTIONS REINSURANCE COMPANY", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF SEPTEMBER, A.D. 2000, AT 8:30 O'CLOCK A.M.

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





Edward J. Freel, Secretary of State

0848278 8100

AUTHENTICATION: 0665833

001455531

DATE: 09-11-00

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

AXA Reinsurance 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 AXA Reinsurance Company resolutions were duly adopted setting forth a proposed amendment of the 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 Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

The name of the Corporation is "AXA Corporate Solutions Reinsurance Company".

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.

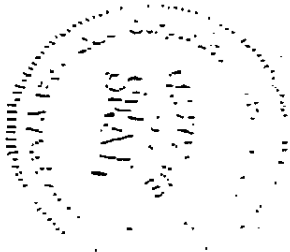
FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said AXA Reinsurance Company has caused this certificate to be signed by Thomas C. Pucci, an Authorized Officer, this 11th day of September, 2000.

By: 

Title: President & COO

Name: Thomas C. Pucci



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 "AXA REINSURANCE COMPANY", FILED IN THIS OFFICE ON THE TWELFTH DAY OF JUNE, A.D. 1997, AT 12 O'CLOCK P.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

0848278 8100

971192973

AUTHENTICATION:

8509046

DATE:

06-12-97

**CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF AXA REINSURANCE COMPANY**

The undersigned officers of AXA Reinsurance Company, do hereby certify the following:

FIRST: Pursuant to Section 242 of the General Corporation Law of the State of Delaware, the Shareholders of the Corporation have authorized, on March 11, 1997 a decrease in the number of shares of stock which the Corporation may issue.

SECOND: That on March 11, 1997 at a meeting of Shareholders, the Shareholders unanimously approved a resolution amending Article Fourth of the Restated Certificate of Incorporation to read as follows:

Fourth: The total number of shares of stock which the corporation shall have authority to issue is One Million, Three hundred twenty-five thousand, One hundred sixty-three (1,325,163) shares of common stock having par value of Twenty Dollars (\$20) per share. Voting rights may be exercised in person or by proxy at any and all meetings of the stockholders of the Corporation. By-laws shall provide whether voting for the election of directors shall be by written ballot.


No holder of stock or securities of the Corporation as such shall have any pre-emptive rights to subscribe for or purchase any additional shares of stock or securities convertible into or carrying warrants or options to acquire shares of stock of the corporation.

Dated: March 11, 1997

AXA Reinsurance Company

By: Robert Lippincott III
Robert Lippincott III
President & CEO

ATTEST:

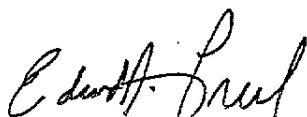

Thomas C. Pucci
Secretary

State of Delaware
Office of the Secretary of State

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 "AXA REINSURANCE COMPANY", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 1996, AT 4:30 O'CLOCK P.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

0848278 8100

AUTHENTICATION.

7890048

960092171

DATE:

04-01-96

**CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF AXA REINSURANCE COMPANY**

The undersigned officers of AXA Reinsurance Company, do hereby certify the following:

FIRST: Pursuant to Section 242 of the General Corporation Law of the State of Delaware, the Shareholders of the Corporation have authorized, on March 26, 1996 an increase in the number of shares of stock which the Corporation may issue.

SECOND: That on March 26, 1996 at a meeting of Shareholders, the Shareholders unanimously approved a resolution amending Article Fourth of the Restated Certificate of Incorporation to read as follows:

Fourth: The total number of shares of stock which the corporation shall have authority to issue is Two Million, One Hundred Fifty-Seven Thousand, Two Hundred Ninety-Five (2,157,295) shares of common stock having par value of Twenty Dollars (\$20) per share. Voting rights may be exercised in person or by proxy at any and all meetings of the stockholders of the Corporation. By-laws shall provide whether voting for the election of directors shall be by written ballot.

No holder of stock or securities of the Corporation as such shall have any pre-emptive rights to subscribe for or purchase any additional shares of stock or securities convertible into or carrying warrants or options to acquire shares of stock of the corporation.

Dated: March 26, 1996

AXA Reinsurance Company

Seal

By:


Robert Lippincott III
President & CEO

Attest:


Thomas C. Pucci
Secretary

State of Delaware

PAGE 1



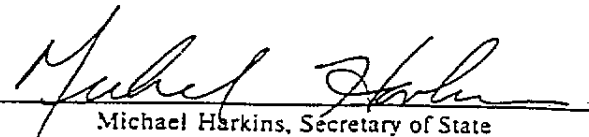
Office of Secretary of State

I, MICHAEL HARKINS, 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 AXA REINSURANCE COMPANY
FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF NOVEMBER, A.D.
1990, AT 10 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1



720318010


Michael Harkins, Secretary of State

AUTHENTICATION:

12857572

DATE:

11/19/1990

CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF AXA REINSURANCE COMPANY

The undersigned officers of AXA Reinsurance Company, do hereby certify the following:

FIRST: Pursuant to Section 242 of the General Corporation Law of the State of Delaware, the Shareholders of the Corporation have authorized, on November 9, 1990, an increase in the number of shares of stock which the Corporation may issue.

SECOND: That on November 9, 1990 at a Meeting of Shareholders, the Shareholders unanimously approved a resolution amending Article Fourth of the Restated Certificate of Incorporation to read as follows:

Fourth: The total number of shares of stock which the corporation shall have authority to issue is One Million, Three Hundred Twenty-five Thousand, One Hundred Sixty-three (1,325,163) shares of common stock having par value of Twenty Dollars (\$20.00) per share. Voting rights may be exercised in person or by proxy at any and all meetings of the stockholders of the Corporation. By-laws shall provide whether voting for the election of directors shall be by written ballot.

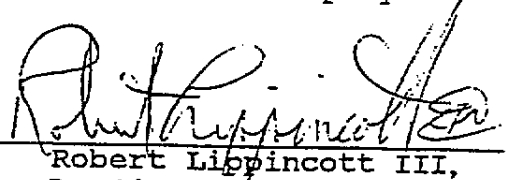
No holder of stock or securities of the corporation as such shall have any pre-emptive rights to subscribe for or purchase any additional shares of stock or securities convertible into or carrying warrants or options to acquire shares of stock of the corporation.

Dated: November 9, 1990

AXA Reinsurance Company

Seal

By


Robert Lippincott III,
President

Attest:


Thomas C. Pucci, Assistant Secretary

FILED

729235025
CERTIFICATE OF AMENDMENT

AUG 23 1989

OF

CERTIFICATE OF INCORPORATION

OF

GAMMA REINSURANCE COMPANY

The undersigned officers of Gamma Reinsurance Company, do hereby certify the following:

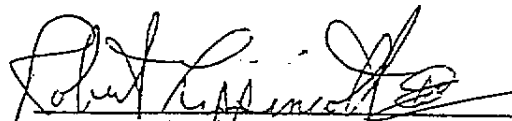
FIRST: Pursuant to Section 242 of the General Corporation Law of the State of Delaware, the Shareholders of the Corporation have authorized, on July 24, 1989, a change of its Corporate name.

SECOND: This Certificate of Amendment to the Certificate of Incorporation shall become effective on October 1, 1989.


THIRD: The Article First of the Certificate of Incorporation is amended to read as follows:

"FIRST: The name of the Corporation is AXA Reinsurance Company."

DATED: August 21, 1989


Robert Lippincott III, President

ATTEST:


Thomas C. Pucci, Secretary

RECEIVED FOR RECORD

AUG 24 1989

EVELYN T. ALEMAR, Recorder

State of Delaware

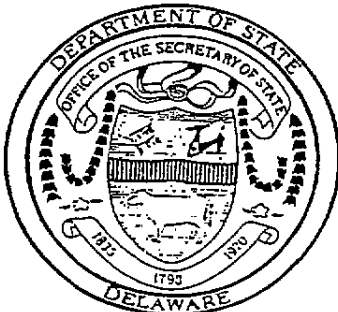
23760

DOCUMENTARY
SURCHARGE
PAID \$3.00

Office of Secretary of State

I, MICHAEL HARKINS, 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 GAMMA REINSURANCE COMPANY
FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF AUGUST, A.D.
1989, AT 10 O'CLOCK A.M.

| | | | | | | | | |



729235025

A handwritten signature of Michael Harkins in cursive script.
Michael Harkins, Secretary of State

AUTHENTICATION: 12312787

DATE: 08/23/1989

State of Delaware

PAGE 1

29291



Office of Secretary of State

I, MICHAEL HARKINS, 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 GAMMA REINSURANCE COMPANY
FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D.
1986, AT 10 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1 1



866356280


Michael Harkins, Secretary of State

AUTHENTICATION: 11060546

DATE: 12/24/1986

FILED

10 AM

DEC 22 1986

Handwritten signature
RECORDED & INDEXED

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF GAMMA REINSURANCE COMPANY

Pursuant to Section 242 of the General Corporation Law of the State of Delaware

The undersigned, as President of Gamma Reinsurance Company, does hereby certify:

FIRST: That the Restated Certificate of Incorporation of Gamma Reinsurance Company was filed in the Office of the Secretary of State of Delaware on the 29th day of January, 1985, and a certified copy thereof was recorded in the Office of the Recorder of New Castle County, Delaware on January 29, 1985;

SECOND: That on December 17, 1986 at a Meeting of Shareholders, the Shareholders unanimously approved a resolution amending Article Fourth of the Restated Certificate of Incorporation to read as follows:

Fourth: The total number of shares of stock which the corporation shall have authority to issue is Five Hundred Fifty-Nine Thousand, Eight Hundred Fifty-Seven (559,857) shares of common stock having par value of Twenty Dollars (\$20.00) per share. Voting rights may be exercised in person or by proxy at any and all meetings of the stockholders of the Corporation. By-laws shall provide whether voting for the election of directors shall be by written ballot.

No holder of stock or securities of the corporation as such shall have any pre-emptive rights to subscribe for or purchase any additional shares of stock or securities convertible into or carrying warrants or options to acquire shares of stock of the corporation.

THIRD: That such amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned being the President of said corporation has hereunto set his hand and the seal of the corporation on this 17th day of December, 1986.

Seal

RECEIVED FOR RECORD

DEC 26 1986

LEO J. DUGAN, Jr., Recorder

Attest:

Handwritten signature of Thomas C. Pucci
Thomas C. Pucci, Assistant Secretary

GAMMA REINSURANCE COMPANY

By:

Handwritten signature of Robert Lippincott, Jr.
Robert Lippincott, Jr., President

7020

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF GAMMA REINSURANCE COMPANY**

FILED

MAR 27 1985

10 AM

[Signature]
SECRETARY OF STATE

Pursuant to Section 242 of the General Corporation Law of the State of Delaware

The undersigned, as President of Gamma Reinsurance Company, does hereby certify:

FIRST: That the Restated Certificate of Incorporation of Gamma Reinsurance Company was filed in the Office of the Secretary of State of Delaware on the 29th day of January, 1985, and a certified copy thereof was recorded in the Office of the Recorder of New Castle County, Delaware on January 29, 1985;

SECOND: That on March 20, 1985, at the Annual Meeting of Shareholders, the Shareholders unanimously approved a resolution amending Article Fourth of the Restated Certificate of Incorporation to read as follows:

Fourth: The total number of shares of stock which the corporation shall have authority to issue is Four Hundred Seventeen Thousand (417,000) shares of common stock having par value of Twenty Dollars (\$20.00) per share. Voting rights may be exercised in person or by proxy at any and all meetings of the stockholders of the Corporation. By-laws shall provide whether voting for the election of directors shall be by written ballot.

No holder of stock or securities of the corporation as such shall have any pre-emptive rights to subscribe for or purchase any additional shares of stock or securities convertible into or carrying warrants or options to acquire shares of stock of the corporation.

THIRD: That such amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned being the President
of said corporation has hereunto set his hand and the seal
of the corporation on this 25th day of March, 1985.



GAMMA REINSURANCE COMPANY

BY *Robert Lippincott III*
Robert Lippincott III, President

Attest:

Michael P. Cooney
Michael P. Cooney, Secretary

State of Delaware

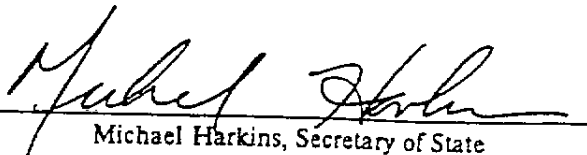
PAGE 1



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RESTATED CERTIFICATE OF INCORPORATION OF GAMMA REINSURANCE COMPANY FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JANUARY, A.D. 1985, AT 10 O'CLOCK A.M.

! ! ! ! ! ! ! ! ! !


Michael Harkins, Secretary of State

AUTHENTICATION: 10425787

DATE: 01/30/1985

0210 0311 FILED

RESTATED CERTIFICATE OF INCORPORATION
OF
GAMMA REINSURANCE COMPANY

JAN 29 1985

10 A.M.

Michael Hunter
SECRETARY OF STATE

GAMMA REINSURANCE COMPANY, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Gamma Reinsurance Company, which is the name under which the corporation was originally incorporated. The date of filing its original Certificate of Incorporation with the Secretary of State was January 9, 1978.

2. This Restated Certificate of Incorporation restates and integrates the Certificate of Incorporation and Amendments previously adopted by a majority of stockholders of this corporation to read as hereinafter set forth.

3. The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth in full:

FIRST: The name of this corporation is Gamma Reinsurance Company.

SECOND: The address of the registered office of the Corporation in the State of Delaware is the Corporation Trust Center, 1209 Orange Street, in city of Wilmington, County of New Castle, and the registered agent in charge thereof is The Corporation Trust Company.

THIRD: The purpose for which the corporation is formed is to engaged in the following kinds of insurance and reinsurance business:

(a) Class A

- (1) Accident and Health. Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.
- (2) Vehicle. Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft.
- (3) Liability. Insurance against the liability of the insured for the death, injury or disability of an employee or other person and insurance against the liability of the insured for damage to or destruction of another person's property.
- (4) Workmen's Compensation. Insurance of the obligations accepted by or imposed upon employers under laws workmen's compensation.
- (5) Burglary and Forgery. Insurance against loss or damage by burglary, theft, larceny, robbery, forgery, fraud or otherwise; including all householders' personal property floater risks.
- (6) Glass. Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.
- (7) Fidelity and Surety. Become surety or guarantor for any person, co-partnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, co-partnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds.
- (8) Miscellaneous. Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any

kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated under subparagraphs (a) of this article) to such sprinkler, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hirings.

- (9) Other Casualty Risks. Insurance against any other casualty risk not otherwise specified as Life Insurance or under subparagraph (a) of this Article which may lawfully be the subject of insurance and may properly be classified under subparagraph (a) of this Article.
- (10) Contingent Losses. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any one of the causes enumerated under subparagraph (a) of this Article.
- (11) Livestock and Domestic Animals. Insurance against mortality, accident and health of livestock and domestic animals.

(b) Class B

- (1) Fire. Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.
- (2) Elements. Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood,

rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

- (3) War, Riot and Explosion. Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed or maintained by the insured).
- (4) Marine and Transportation. Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind, (excluding vehicles operating under their own power or while in storage not incidental to transportation) as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, trans-shipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss or damage to either arising out of or in connection with the construction, repair, operation, maintenance, or use of the subject matter of such insurance, (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurance against loss by reason or bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding

buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

- (5) Vehicle. Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.
- (6) Property Damage, Sprinkler Leakage and Crop. Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform, or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.
- (7) Other Fire and Marine Risks. Insurance against any other property risk not otherwise specified under subparagraph (a) of this Article which may lawfully be the subject of insurance and may properly be classified under subparagraph (b) of this Article.
- (8) Contingent Losses. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated under subparagraph (b) of this Article.

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FOURTH: The total number of shares of stock which the corporation shall have authority to issue is One Million (1,000,000) shares of common stock having par value of Twenty Dollars (\$20.00) per share. Voting rights may be exercised in person or by proxy at any and all meetings of the stockholders of the Corporation. By-laws shall provide whether voting for the election of directors shall be by written ballot.

No holder of stock or securities of the corporation as such shall have any pre-emptive rights to subscribe for or purchase any additional shares of stock or securities convertible into or carrying warrants or options to acquire shares of stock of the corporation.

FIFTH: The existence of this corporation is to be perpetual.

SIXTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH: Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action by any provisions of the General Corporation Law of Delaware, the meeting and vote of stockholders may be dispensed with and such corporate action may be taken upon the written consent of stockholders having at least the minimum number of votes, not less than a majority, required by Delaware statute for the proposed corporate action, provided that prompt notice must be given to all stockholders of the taking of such corporate action without a meeting.

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EIGHTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provision of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all of the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINTH: To the full extent permitted by Delaware law

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from time to time in effect the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

TENTH: In furtherance and not in limitation of the powers conferred by laws of the state of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the by-laws.

4. This Restated Certificate of Incorporation was duly adopted by majority vote of the stockholders of all classes of stock issued or outstanding in accordance with Section 242 and 245 of the General Corporation Law of Delaware.

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IN WITNESS WHEREOF, Gamma Reinsurance Company has caused its corporate seal to be hereunto affixed and this certificate to be signed by Robert Lippincott III, its President and attested by Michael F. Cooney, its Secretary, this 27th day of December, 1984.

GAMMA REINSURANCE COMPANY

By: 

President

ATTEST:

BY: 

Secretary

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STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

BE IT REMEMBERED THAT ON THIS 29th day of December, 1984, personally came before me, a Notary Public in and for the County and State aforesaid, Robert Lippincott III, President of Gamma Reinsurance Company, a corporation of the State of Delaware, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Christine A. Augeri
Notary Public

CHRISTINE A. AUGERI
Notary Public, State of New York
No. 24-4813310
Qualified in Kings County
Commission Expires March 30, 1986

RECEIVED FOR RECORD

JAN 29 1984

LEO J. DUGAN, Jr., Recorder