



GERLING GLOBAL
REINSURANCE CORPORATION OF AMERICA

JEANNE M. MCGUINNESS

Assistant Secretary

717 Fifth Avenue
New York, NY 10022-8101
Telephone: 212-754-7575
Fax: 212-821-0498
Email: jeanne_mcguinness@ggrca.com

August 30, 1999

P06815

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

Re: Name Change of Gerling Global Reinsurance Corporation of America
To Constitution Insurance Company and Constitution Reinsurance
Corporation to Gerling Global Reinsurance Corporation of America

Dear Sir/Madam:

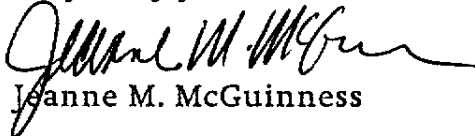
Enclosed please find the following documents in connection with the
aforementioned name changes:

1. Applications by foreign profit corporation to file amendment to
application for authorization to transact business in Florida.
2. Amended Charters evidencing name changes.
3. Check for \$78.75 filing fees and Certificate of Status.

Please forward a Certificate of Status for CONSTITUTION INSURANCE
COMPANY only.

Thank you.

Very truly yours,


Jeanne M. McGuinness

NC
9-14-99
BWS

8000002985938--8
-09/03/99--01082--004
*****78.75 *****35.00

FILED
99 SEP -3 PM 12:53
CLERK OF STATE
TALLAHASSEE, FLORIDA

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)

FILED
99 SEP -3 PM 12:53
TALLAHASSEE, FLORIDA

1. CONSTITUTION REINSURANCE CORPORATION
Name of corporation as it appears on the records of the Department of State.
2. NEW YORK
Incorporated under laws of
3. JULY 23, 1985
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? May 21, 1999

5. GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA
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.

NO CHANGE
New Duration

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

NO CHANGE
New Jurisdiction



Signature

DAVID W. SMITH

Typed or printed name

8/30/99
Date

EVP, GENERAL COUNSEL & SECRETARY
Title

SHORT CERTIFICATE

**STATE OF NEW YORK
INSURANCE DEPARTMENT**

It is hereby certified that the attached copy of Amended and Restated Charter of CONSTITUTION REINSURANCE CORPORATION, now known as GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA, of New York, New York, as approved by this Department July 13, 1999,

has been compared with the original on file in this Department and that it is a correct transcript therefrom and of the whole of said original.



In Witness Whereof, I have here-
unto set my hand and affixed
the official seal of this Department
at the City of Albany, this
21th day of August, 1999.

Frank M. D'Amico
Special Deputy Superintendent

**AMENDED AND RESTATED CHARTER
OF
CONSTITUTION REINSURANCE CORPORATION**

Under Section 1206 of the Insurance Law and Section 807 of the Business Corporation Law

The undersigned, being the President and the Secretary of CONSTITUTION REINSURANCE CORPORATION (the "corporation"), hereby certify:

FIRST: The current name of the corporation is CONSTITUTION REINSURANCE CORPORATION.

SECOND: The Charter of the corporation was filed with the New York State Superintendent of Insurance on July 30, 1940 and was amended in accordance with Certificates of Amendment filed on March 26, 1951, November 20, 1951, April 9, 1952, April 3, 1953, October 29, 1956, March 12, 1970, May 11, 1971, August 12, 1971, January 22, 1979, December 30, 1980, September 20, 1988 and March 4, 1994.

THIRD: The Charter of the corporation, as amended heretofore, is hereby further amended to effect the following:

The name of the corporation, as reflected in Article I, is changed to GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA.

FOURTH: The text of the Charter of the corporation is hereby restated as amended to read as herein set forth in full:

**CHARTER
OF
GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA**

Article I. The name of the Corporation shall be GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA.

Article II. The principal office of the corporation is to be located in the Borough of Manhattan, City and State of New York, and it shall have power to conduct its business wherever authorized by law. The corporation may establish other offices, agencies or branches outside the State of New York and in any part of the world.

Article III. The kinds of business to be transacted by the corporation, being those authorized by paragraphs 4, 5, 6, 7, 8, 9, 12, 16, 19, 20, and 21 of Section 46, Section 60 and Subsection 1 (d) of Section 341 of the Insurance Law of New York, shall be the following:

I. "Fire insurance," meaning insurance against loss of or damage to any property resulting from fire, including loss or damage incident to the extinguishment of a fire or to the salvaging of property in connection therewith.

II. "Miscellaneous property insurance," meaning loss of or damage to property resulting from:

(a) lightning, smoke or smudge, windstorm, tornado, cyclone, earthquake, volcanic eruption, rain, hail, frost and freeze, weather or climatic conditions, excess or deficiency of moisture, flood, the rising of the waters of the ocean or its tributaries, or

(b) insects, or blights, or from disease of such property other than animals, or

(c) electrical disturbance causing or concomitant with a fire or an explosion in public service or public utility property, or

(d) bombardment, invasion, insurrection, riot, civil war or commotion, military or usurped power, any order of a civil authority made to prevent the spread of a conflagration, epidemic or catastrophe, vandalism or malicious mischief, strike or lockout, collapse from any cause, or explosion; but not including any kind of insurance specified in paragraph nine except insurance against loss or damage to property resulting from:

- (1) explosion of pressure vessels (except steam boilers of more than fifteen pounds pressure) in buildings designed and used solely for residential purposes by not more than four families.
- (2) explosion of any kind originating outside of the insured building or outside of the building containing the property insured.
- (3) explosion of pressure vessels which do not contain steam or which are not operated with steam coils or steam jackets.
- (4) electrical disturbance causing or concomitant with an explosion in public service or public utility property.

III. "Water damage insurance", meaning insurance against loss or damage by water or other fluid or substance to any property resulting from the breakage or leakage of sprinklers, pumps, or other apparatus erected for extinguishing fires or of water pipes or other conduits or containers, or resulting from casual water entering through leaks or openings in buildings or by seepage through building walls, but not including loss or damage resulting from flood or the rising of the waters of the ocean or its tributaries; and including insurance against accidental injury or such sprinklers, pumps, fire apparatus, conduits or containers.

IV. "Burglary and theft insurance," meaning:

- (a) Insurance against loss of or damage to any property resulting from burglary, theft, larceny, robbery, forgery, fraud, vandalism, malicious mischief, confiscation or wrongful conversion, disposal or concealment by any person or persons, or from any attempt at any of the foregoing, and
- (b) Insurance against loss of or damage to moneys, coins, bullion, securities, notes, drafts, acceptances or any other valuable papers or documents, resulting from any cause, except while in the custody or possession of and being transported by any carrier for hire or in the mail.
- (c) Insurance of individuals by means of an all-risk type of policy commonly known as the "Personal Property Floater" against any kind and all kinds of loss of or damage to, or loss of use of, any personal property other than merchandise.

V. "Glass insurance," meaning insurance against loss of or damage to glass and its appurtenances resulting from any cause.

VI. "Boiler and machinery insurance," meaning insurance against loss of or damage to any property of the insured, resulting from the explosion of or injury to (a) any boiler, heater or other fired pressured vessel; (b) any unfired pressure vessel; (c) pipes or containers connected with any of said boilers or vessels; (d) any engine, turbine, compressor, pump or wheels; (e) any apparatus generating, transmitting or using electricity; (f) any other machinery or apparatus connected with or operated by any of the previously named boilers, vessels or machines; and including the incidental power

to make inspections of, to issue certificates of inspection upon, any such boilers, apparatus, and machinery, whether insured or otherwise.

VII. "Collision insurance," meaning insurance against loss of or damage to any property of the insured resulting from collision of any other object with such property, but not including collision to or by elevators, or to or by vessels, craft, piers or other instrumentalities of ocean or inland navigation.

VIII. "Fidelity and Surety insurance," meaning:

- (a) Guaranteeing the fidelity of persons holding public or private trust;
- (b) Becoming surety on, or guaranteeing the performance of, any lawful contract except the following: (1) A contract of indebtedness secured by title to, or mortgage upon, or interest in, real or personal property; (2) A bond or undertaking of the kind specified in subparagraph (c); (3) Any insurance contract except as authorized pursuant to section sixty;
- (c) Becoming surety on, or guaranteeing the performance of, bonds and undertaking required or permitted in all judicial proceedings or otherwise by law allowed, including surety bonds accepted by states and municipal authorities in lieu of deposits as security for the performance of insurance contracts;
- (d) Guaranteeing contracts of indebtedness secured by any title to, or interest in, real property only to the extent required for the purpose of refunding, extending, refinancing, liquidating or salvaging obligations heretofore lawfully made and guaranteed;
- (e) Indemnifying banks, bankers, brokers financial or monied corporations or associations against loss resulting from any cause of bills of exchange, notes, bonds, securities, evidences of debts, deeds, mortgages, warehouse receipts, or other valuable papers, documents, money, precious metals and articles made therefrom, jewelry, watches, necklaces, bracelets, gems, precious and semi-precious stones, including any loss while the same are being transported in armored motor vehicles, or by messenger, but not including any other risks of transportation or navigation; also against loss or damage to such an insured's premises, or to his furnishings, fixtures, equipment, safes and vaults therein, caused by burglary, robbery, theft, vandalism or malicious mischief, or any attempt thereat.

IX "Motor vehicle and aircraft insurance," meaning insurance against:

- (a) Loss of or damage resulting from any cause to motor vehicles or aircraft and their equipment, and against legal liability of the insured for loss or damage to the property of another resulting from the ownership, maintenance or use of motor vehicles or aircraft and against loss, damage or expense incident to a claim of such liability, and
- (b) Legal liability of the insured, and against loss, damage or expense incident to a claim of such liability, and including an obligation of the insurer to

pay medical, hospital, surgical and funeral benefits to injured persons, irrespective of legal liability of the insured, arising out of the death or injury of any person resulting from the ownership, maintenance or use of motor vehicles or aircraft, but not including any kind of insurance specified in paragraph fifteen.

X. "Marine insurance," meaning insurance against any and all kinds of loss or damage to:

(a) Vessels, craft, aircraft, cars, automobiles, and vehicles of every kind, 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 respondential interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks of 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, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks, and

(b) Person or to property in connection with or appertaining to a marine, inland marine, transit or transportation insurance, including liability for loss of 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 nor insurance against loss by reason of bodily injury to the person arising out of the ownership, maintenance or use of automobiles), and

(c) 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, and

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

XI. "Marine protection and indemnity insurance," meaning insurance against, or against legal liability of the insured for, loss, damage or expense arising out of, or incident to, the ownership, operation, chartering, maintenance, use, repair or construction of any vessel, craft or instrumentality in use in ocean or inland waterways, including liability of the insured for personal injury, illness or death or for loss of or damage to the property of another person.

XII. Such insurance or other business as a stock fire or marine insurance company is now or may hereafter be permitted to transact under the Insurance Law of the State of New York, and for which the corporation shall have the required capital and surplus.

XIII. Reinsurance of any and all risks assumed by such corporation and the reinsurance of risks of every kind or description of other companies, except with respect to life insurance and contracts for the payment of annuities and any and all kinds of insurance on risks outside of the United States, its territories and possessions, except with respect to life insurance and contracts for the payment of annuities.

ARTICLE IV. The corporate powers of the corporation shall be exercised by a board of directors, a majority of whom shall be citizens and residents of the State of New York or of adjoining States, and not less than three of whom shall be residents of the State of New York. The number of directors shall be not less than thirteen (13) nor more than twenty-one (21). The directors shall hold office until the next annual meeting following their election and qualification and until their successors shall be elected and qualify, and any vacancy in the board of directors shall be filled by a new incumbent elected for the balance of the unexpired term of the outgoing director by the remaining members of the board present at any regular meeting of the board or at a special meeting called for that purpose.

The following directors shall hold office until the first annual meeting of the stockholders:

Hans C. Sonne	Tuxedo Park, New York
Karl T. Frederick	149 East 73rd Street, New York, New York
William H. Hotchkiss	Lake Road, Mamaroneck, New York
Henri G. Ibsen	16 Gracechurch Street, London, England
Clarence A. Chafey	150 Piermont Avenue, Nyack, New York
Willis H. Booth	944 Fifth Avenue, New York, New York
Lithgow Osborne	Auburn, New York
Norman D. Campbell	10 N. Ridgewood Road, South Orange, New Jersey
Karl J. Monrad	Little Falls, New York

Cole J. Younger

Bronson Road,
Fairfield, Connecticut

Converse D. West

315 East 68th Street,
New York, New York

James Y. Milne

153 Hawthorne Avenue
Glen Ridge, New Jersey

John A. Heinze

108 Longvue Terrace
Tuckahoe, New York

ARTICLE V. There shall be an annual meeting of the stockholders of the corporation on the third Tuesday in March of each year, or on such other day as the directors by resolution or by-laws may prescribe. Should any designated day fall upon a legal holiday, then the meeting shall be held on the next business day immediately following. At such annual meeting there shall be elected a full board of directors, not less than thirteen (13), and additional directors may be similarly elected until the Board consists of the maximum of twenty-one (21) members. At each election each stockholder shall have the right, either in person or by proxy, to cast one vote for each share of stock held by him for at least ten (10) days immediately preceding the election. The board of directors shall have power to make such by-laws, not inconsistent with the Constitution or laws of the State of New York or of the United States or with this Charter, as may be necessary for the management of the corporation's property, the government of its officers, the regulation and conduct of its affairs and the transfer of its capital stock, and shall have the powers to alter, amend, suspend and add to the same.

The officers of the corporation shall be a chairman of the board of directors, a president, one or more vice presidents, a secretary and a treasurer, who shall be elected at the annual meeting of the board of directors, held immediately after the annual meeting of stockholders. The first officers of the corporation shall be elected at the organization meeting of the board of directors. Any vacancy may be filled by the board of directors. The corporation may provide in its by-laws for the creation of other officers, the method of election of incumbents and the filling of vacancies.

ARTICLE VI. No director shall be personally liable to the corporation or any of its shareholders for damages for any breach of duty as a director; provided, however, that the foregoing provision shall not eliminate or limit (i) the liability of a director if a judgment or other final adjudication adverse to him or her establishes that his or her acts or omissions were in bad faith

or involved intentional misconduct or any violation of the Insurance Law or a knowing violation of any other law or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled; or (ii) the liability of a director for any act or omission prior to the adoption of this amendment by the shareholders of the corporation.

ARTICLE VII. The capital stock of the corporation shall be Four Million Two Hundred Thousand (\$4,200,000) Dollars, consisting of Forty-Two Thousand (42,000) shares of the par value of One Hundred (\$100) Dollars each.

ARTICLE VIII. The duration of the corporation shall be perpetual.

FIFTH: The foregoing amendment to the Charter of the corporation was authorized by unanimous written consent of the Board of Directors pursuant to Section 708 of the New York Business Corporation Law and the Sole Shareholder of the corporation pursuant to Section 615 of the New York Business Corporation Law.

IN WITNESS WHEREOF, the undersigned have executed, and signed this Amended and Restated Charter this ____ day of June, 1999, and do hereby affirm the contents to be true under penalties of perjury.

President

Secretary