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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

For  
24

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** GLOBAL Reinsurance Corporation of America  
(Name of Corporation)

**DOCUMENT NUMBER:** P 06815

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David O. Davies, Legal Assistant  
(Name of Contact Person)

Stroock & Stroock & Lavan LLP  
(Firm/Company)

180 Maiden Lane  
(Address)

New York, NY 10038  
(City/State and Zip Code)

For further information concerning this matter, please call:

David O. Davies at (212) 806-5495  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$35.00 Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	<input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)
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**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)**

P06815

(Document number of corporation (if known))

1. Gerling Global Reinsurance Corporation of America  
(Name of corporation as it appears on the records of the Department of State)
2. New York 3. July 23, 1985  
(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? November 15, 2005
5. 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)

(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.

\_\_\_\_\_  
(New jurisdiction)

David W. Smith  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

David W. Smith  
(Typed or printed name of person signing)

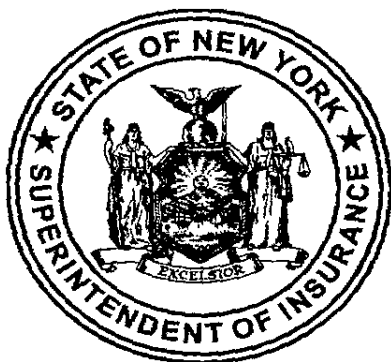
February 8, 2006  
(Title of person signing)  
Executive Vice President,  
General Counsel & Secretary

FILED  
06 FEB 10 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SHORT CERTIFICATE**

**STATE OF NEW YORK  
INSURANCE DEPARTMENT**

**It is hereby certified that the attached copy of Certificate of Amendment of the Charter of Gerling Global Reinsurance Corporation of America, now known as **GLOBAL Reinsurance Corporation of America**, of New York, New York, as approved by this Department July 13, 1999, with amendments to date, 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  
19th day of January, 2006.

By   
**Salvatore Castiglione**  
**Special Deputy Superintendent**

2A

**CERTIFICATE OF AMENDMENT  
OF THE CHARTER  
OF**

**GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA**

**Under Section 805 of the Business Corporation Law of the State of New York and under  
Section 1206 of the Insurance Law of the State of New York**

We, the undersigned President and Secretary of Gerling Global Reinsurance Corporation of America (the "Corporation"), a New York corporation, hereby certify as follows:

1. The name of the Corporation is Gerling Global Reinsurance Corporation of America. The Corporation was incorporated under the name The Constitution Reinsurance Corporation.

2. The Corporation's Charter was filed with the New York Insurance Department on July 23, 1940 and was amended 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, March 4, 1994 and July 13, 1999.

3. The Corporation's Charter is hereby amended to change the name of the Corporation to GLOBAL Reinsurance Corporation of America. To effect the foregoing amendment, Article 1 of the Corporation's Charter relating to the name of the Corporation is hereby amended to read in its entirety as follows:

The name of the Corporation shall be GLOBAL Reinsurance Corporation of America.

4. This amendment to the Corporation's Charter was duly authorized by the Board of Directors of the Corporation as of the 9<sup>th</sup> day of November, 2005 and by the written consent of the sole shareholder of the outstanding common stock of the Corporation as of the 9<sup>th</sup> day of November, 2005.

[The remainder of this page is intentionally left blank]

IN WITNESS WHEREOF, we have signed this Certificate of Amendment as of the 9<sup>th</sup> day of November, 2005.

[S E A L]

GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA

By: 

President

STATE OF NEW YORK )

) ss.:

COUNTY OF NEW YORK)

On the 9<sup>th</sup> day of November in the year of 2005, before me, the undersigned, personally appeared Bard E. Bunaes, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, he executed the instrument.

MARIA SANTA-LEAHY  
Notary Public - State of New York  
No. 43-4944093  
Qualified in Richmond County  
Certificate Filed in New York County  
Commission Expires 11/14/06

  
Notary Public

By: 

Secretary

STATE OF NEW YORK )

) ss.:

COUNTY OF NEW YORK)

On the 9<sup>th</sup> day of November in the year of 2005, before me, the undersigned, personally appeared David W. Smith, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, he executed the instrument.

MARIA SANTA-LEAHY  
Notary Public - State of New York  
No. 43-4944093  
Qualified in Richmond County  
Certificate Filed in New York County  
Commission Expires 11/14/06

  
Notary Public