FOLKSAMERICA
REINSURANCE COMPANY
ONE LIBERTY PLAZA NEW YORK, NY 10006 212 312-2500 Fax 212 732-5614

P07635

November 17, 1997

FILED
97 NOV 19 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RE: Change of Name for a Foreign Profit Corporation to do business in Florida

Dear Sir/Madam:

As per the instructions in the Name Change Notification Package enclosed are the requested documents:

1. Application by Foreign Profit Corporation for Amendment.

2.&3. A copy of the Approved certificate of Amendment signed by Steven E. Fass, President & CEO of the company. We have run out of the Original Certified documents. We have requested an additional supply from the NYS Insurance Department and will forward to you upon our receipt via express mail.

4.&5. A check in the amount of $96.25 which represents the total fees for the Amendment.

If you have any questions or require any additional information please do not hesitate to call me at (212) 312-2536.

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Sincerely,

Linda S. Lieberman

Linda S. Lieberman
Regulation & Compliance Administrator
(Enclosure & Check)

NC

TLL NOV 25 1997

FOLKSAMERICA
REINSURANCE COMPANY
ONE LIBERTY PLAZA NEW YORK, NY 10006 212 312-2500 Fax 212 732-5614

November 23, 1997

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

RE: Change of Name for a Foreign Profit Corporation to do business in Florida

Dear Sir/Madam:

As per the instructions in the Name Change Notification Package enclosed are the requested documents:

> A certified copy of the Approved Certificate of Amendment signed by Steven E. Fass, President & CEO of the company.

If you have any questions or require any additional information please do not hesitate to call me at (212) 312-2536.

Sincerely,

Linda S. Lieberman

Linda S. Lieberman
Regulation & Compliance Administrator
(Enclosure)

800 DOUGLAS ROAD
CORAL GABLES, FL 33134
305 444-6660
Fax 305 444-7727

505 N. BRAND BOULEVARD
GLENDALE, CA 91203
818 551-0295
Fax 818 548-4597

80 BLOOR STREET WEST
TORONTO, ONTARIO M5S 2V1
416 961-0400
Fax 416 961-5797

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.)

FILED
97 NOV 19 AM 10: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I

(1-3 must be completed)

1. Great Lakes American Reinsurance Company
Name of corporation as it appears on the records of the Department of State.

2. New York
Incorporated under laws of

3. October 4, 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? August 25, 1997

5. Folksamerica General 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.

Indefinite
New Duration

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

N/A
New Jurisdiction

Signature

November 17, 1997
Date

Donald A. Emeigh, Jr.
Typed or printed name

Senior Vice President General Counsel & Secretary
Title

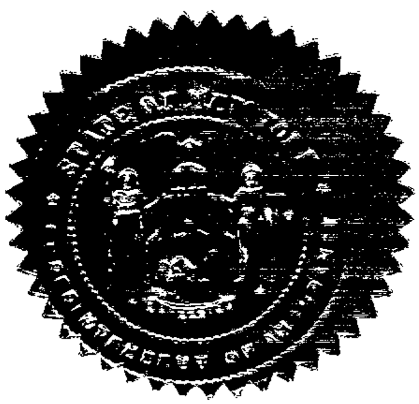
SHORT CERTIFICATE

STATE OF NEW YORK

INSURANCE DEPARTMENT

It is hereby certified that the annexed copy of Certificate of Amendment of the Charter of Great Lakes American Reinsurance Company, now known as FOLKSAMERICA GENERAL INSURANCE COMPANY, of New York, New York, as approved by this Department August 25, 1997,

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 hereunto set my hand and affixed the official seal of this Department at the City of Albany, this 18th day of November, 1997.

Special Deputy Superintendent

CERTIFICATE OF AMENDMENT
OF THE CHARTER OF
GREAT LAKES AMERICAN REINSURANCE COMPANY

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW AND SECTION 1206 OF THE INSURANCE LAW

The undersigned officers of Great Lakes American Reinsurance Company of New York (the "Corporation"), **DO HEREBY CERTIFY** to the Superintendent of Insurance of the State of New York, that:

First: The name of the Corporation is:

Great Lakes American Reinsurance Company

Second: The Declaration And Charter of the Corporation was filed with the office of the Superintendent of Insurance of the State of New York (the "Superintendent") on September 23, 1994

Third: The Amendments to the Charter of the Corporation effected hereby are to: (i) change the name of the Corporation and (ii) relinquish the authority of the Corporation to reinsure risks pursuant to Section 4102(c) of the Insurance Law.

Fourth: To accomplish the foregoing amendments the following provisions are amended as authorized by Section 801 of the Business Corporation Law and Section 1206 of the Insurance Law:

1. Article I of the Charter is amended and restated to read as follows:

"The name of the Corporation shall be Folksamerica General Insurance Company ("Corporation").

2. The first paragraph of Article III of the Charter of the Corporation is amended and restated as follows:

The business to be transacted by the Corporation shall be: the following kinds of insurance and/or reinsurance business specified in paragraphs 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 19, 20, 21, 22 and 30 of Subsection (a) of Section 1113 and Section 1114 of the Insurance Law of the State of New York (the "Insurance Law"), and any amendments to such paragraphs or provisions in substitution thereof as may be hereafter adopted:

Fifth: Article IX of the Charter is amended and restated to read as follows:

Capital Stock

"The total number of shares of all classes of stock that the Corporation shall have the authority to issue is 2,500,000, all of which shall be shares of common stock, par value $5 per share. Each holder of common stock shall be entitled to one vote for each such share".

Sixth: The foregoing amendments of the Charter were authorized and approved unanimously by the Board of Directors of the Corporation and by the holder of all the outstanding shares of the Corporation.

IN WITNESS WHEREOF, this Certificate of Amendment of Charter has been signed on the 22nd day of July, 1997, and the statements contained herein are affirmed as true under penalty of perjury.

Steven E. Fass
President & C.E.O.

Donald A. Emeigh, Jr.
S.V.P. & Secretary