

P07635

X.L. Insurance Company of America, Inc.
80 Pine Street – 20th Floor
New York, NY 10005-1702
(212) 701-3880

September 8, 1998

Florida Secretary of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/10/98--01076--002
*****96.25 *****96.25

**Re: Name change of Folksamerica General Insurance Company – NAIC #40193
To X.L. Insurance Company of America, Inc. – NAIC #40193
Certificate of Status**

Dear Sir or Madam:

We are in receipt of the Florida Department of Insurance Name Change Notification Package. As instructed attached please find the following:

- Completed Application By Foreign Corporation To File Amendment To Application For Authorization To Transact Business In Florida;
- Original certificate from the state of incorporation evidencing the amendment; and,
- Check made payable to the "Department of State" in the amount of \$96.25 (\$35.00 filing fee; \$52.50 Certified Copy; \$8.75 Certificate of Status)

If you require any additional information, please do not hesitate to contact me at the above telephone number.

Sincerely,

Nancy Kelly

Nancy L. Kelly

FILED
98 SEP -9 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Name Change
NFS 9-17-98*

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. FolksAmerica General Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. New York
Incorporated under laws of
3. 10/4/85
Date authorized to do business in Florida

FILED
98 SEP -9 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, 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? 5/7/98
5. X.L. Insurance Company of America Inc
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.

Same
New Duration

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

Same
New Jurisdiction

Robert J. Tausz
Signature

ROBERT J TAUSZ
Typed or printed name

July 14, 1998
Date

CHIEF FINANCIAL OFFICER
Title

SHORT CERTIFICATE

**STATE OF NEW YORK
INSURANCE DEPARTMENT**

FILED

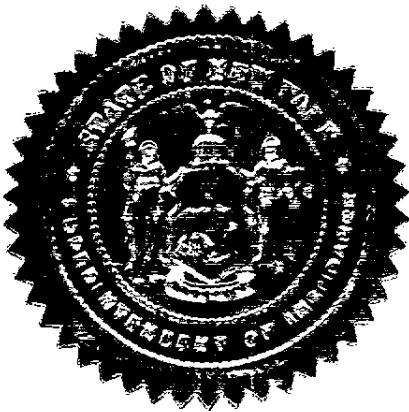
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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

It is hereby certified that the annexed copy of Certificate of Amendment of the Charter of FOLKSAMERICA GENERAL INSURANCE COMPANY, of New York, New York, as approved by this Department May 7, 1998,

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 27th day
of August 1998.**



Frank M. Dennis

Special Deputy Superintendent



STATE OF NEW YORK
INSURANCE DEPARTMENT
AGENCY BUILDING ONE
EMPIRE STATE PLAZA
ALBANY, NY 12257

The attached Certificate of Amendment of the Charter of FOLKSAMERICA
GENERAL INSURANCE COMPANY, of New York, New York, to effect the following:

To amend Article I to change the name of the corporation to
X.L. INSURANCE COMPANY OF AMERICA, INC.

IS HEREBY APPROVED pursuant to Section 1206 of the New York Insurance
Law.



In Witness Whereof, I have hereunto set my

hand and affixed the official seal of this
Department at the City of Albany, this 7th
day of May 1998.

NEIL D. LEVIN
Superintendent of Insurance

By

Special Deputy Superintendent

CERTIFICATE OF AMENDMENT
OF THE CHARTER OF
FOLKSAMERICA GENERAL INSURANCE COMPANY

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

The undersigned officer of Folksamerica General Insurance Company f/k/a Great Lakes American Insurance Company of New York (the "Corporation"), DOES HEREBY CERTIFY to the Secretary of State of the State of New York and the Superintendent of Insurance of the State of New York, that:

First: The name of the Corporation is: Folksamerica General Insurance 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 on September 23, 1994.

Third: The Amendment to the Charter of the Corporation effected hereby is to: change the name of the Corporation.

Fourth: To accomplish the foregoing amendment the following provision is amended as authorized by Section 801 of

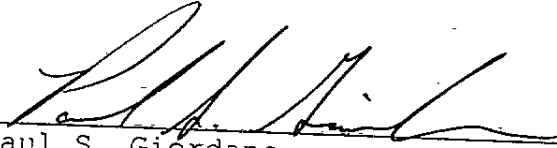
the Business Corporation Law and Section 1206 of the Insurance
Law:

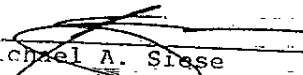
Article I of the Charter is amended and restated to read as
follows:

"The name of the Corporation shall be X.L. Insurance
Company of America, Inc. (the "Corporation")."

Fifth: The foregoing amendment of the Charter was
authorized and approved unanimously by the Board of Directors of
the Corporation and by the holder of all the outstanding shares
of the Company.

IN WITNESS WHEREOF, this Certificate of Amendment of
Charter has been signed on the 15th day of April, 1998, and the
statements contained herein are affirmed as true under penalty
of perjury.


Paul S. Giordano
Senior Vice President and
Secretary


Michael A. Siese
Vice President