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The Toa Reinsurance Company of America  
177 Madison Avenue  
PO Box 1930  
Morristown, NJ 07962-1930

Tel (973) 898-9480  
Fax (973) 898-9495  
Web site www.toare.com

January 27, 2000

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

000003117610--0  
-02/01/00--01034--009  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Certificate of Status

Please treat this letter as a request for a Certificate of Status reflecting a change of name of the Company. In support of this request, enclosed are the following documents:

1. Completed application by Profit Corporation for amendment;
2. Certified copy of Amended Certificate of Incorporation evidencing change of name;
3. Check for \$43.75 filing fees;

Please let me know if you have any further questions or comments.

Very truly yours,

John J. Hayden  
Senior Vice President  
General Counsel & Secretary

FILED  
00 FEB - 1 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JJH/lrb  
Enclosures

NC  
LEWIS FEB 8 2000

**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.)

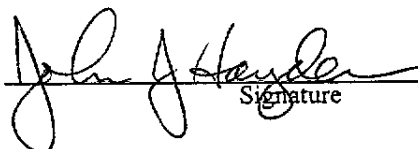
FILED  
FEB - 1 PM 8:46  
TALLAHASSEE, FLORIDA

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. The Toa-Re Insurance Company of America  
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. October 15, 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? April 22, 1999
5. The Toa Reinsurance Company 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.  
N/A  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
N/A  
New Jurisdiction

  
Signature

1/24/00  
Date

John J. Hayden

Typed or printed name

Senior Vice President, General Counsel  
& Secretary

Title

DONNA LEE H. WILLIAMS  
INSURANCE COMMISSIONER

State of Delaware



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

Department of Insurance

**CERTIFIED AMENDED**  
**RESTATED CERTIFICATE OF INCORPORATION**

I, DONNA LEE H. WILLIAMS, Insurance Commissioner of the State of Delaware, do hereby certify that the attached Restated Certificate of Incorporation, as filed with the Delaware Secretary of State on April 22, 1999 changing the name of THE TOA-RE INSURANCE COMPANY OF AMERICA to THE TOA REINSURANCE COMPANY OF AMERICA, is a true and correct copy of the document 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 12TH DAY OF JANUARY,  
2000.

*Donna Lee H. Williams*

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DONNA LEE H. WILLIAMS  
INSURANCE COMMISSIONER

*State of Delaware*  
*Office of the Secretary of State*

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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 RESTATED CERTIFICATE OF "THE TOA-RE INSURANCE COMPANY OF AMERICA", CHANGING ITS NAME FROM "THE TOA-RE INSURANCE COMPANY OF AMERICA" TO "THE TOA REINSURANCE COMPANY OF AMERICA", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF APRIL, A.D. 1999, AT 9 O'CLOCK A.M.



0845637 8100

991188218

*Edward J. Freel*  
Edward J. Freel, Secretary of State

9742970

AUTHENTICATION:

DATE: 05-13-99

RESTATED CERTIFICATE OF INCORPORATION  
OF  
THE TOA-RE INSURANCE COMPANY OF AMERICA

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Under Sections 242 and 245 of the  
Delaware Corporation Law

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The undersigned, William L. Munson, Chairman, President and Chief Executive Officer, and John J. Hayden, Senior Vice President, General Counsel and Secretary, of THE TOA-RE INSURANCE COMPANY OF AMERICA, a corporation existing under the laws of the State of Delaware, do hereby certify as follows:

**FIRST:** That the name of the corporation is THE TOA-RE INSURANCE COMPANY OF AMERICA. The name under which the Certificate of Incorporation was originally filed was FIRST INTERNATIONAL REINSURANCE COMPANY OF DELAWARE.

**SECOND:** That the Certificate of Incorporation of the corporation was filed by the Secretary of State, Dover, Delaware on the 8th day of November, 1977.

**THIRD:** The amendment to the Certificate of Incorporation effected by this Certificate and integrated into this single instrument by way of restatement is as follows:

1. To change the name of the company from "The Toa-Re Insurance Company of America" to "The Toa Reinsurance Company of America."

FOURTH: The restatement of the Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware by the unanimous written consent of the holder of all outstanding shares entitled to vote and by the unanimous vote of the Board of Directors of the corporation.

FIFTH: That the text of the Certificate of Incorporation of THE TOA-RE INSURANCE COMPANY OF AMERICA, as amended, is hereby restated to read in full, as follows:

**"CERTIFICATE OF INCORPORATION**  
**of**  
**THE TOA REINSURANCE COMPANY OF AMERICA**

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**FIRST:** The name of the corporation is THE TOA REINSURANCE COMPANY OF AMERICA. The corporation is a continuance of the corporate existence, through adoption of the State of Delaware as the corporate domicile, of First International Reinsurance Company, a corporation

incorporated under the laws of the State of New York on November 16, 1971. The name of the corporation was changed to "The Toa-Re Insurance Company of America" on October 15, 1982. The corporation is also a continuance of the corporate existence, through adoption of the state of Delaware as the corporate domicile, of The Mercantile and General Reinsurance Company of America, a corporation originally incorporated as "The Prudential Insurance Company of Great Britain Located in New York" under the laws of the State of New York on March 13, 1922. Pursuant to Section 4943 of the Delaware Insurance Code, being Title 18 of the Delaware Code, the date of incorporation of the corporation is March 13, 1922.

**SECOND:** The registered office of the corporation is to be located at 1013 Centre Road, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is the United States Corporation Company.

**THIRD:** The purpose of the corporation is to engage in any lawful act or activity, for which a corporation may be organized under the General Corporation Law of Delaware, authorized for an insurance company and a reinsurance company under the provisions of the Delaware Insurance Code as now in effect and as it may hereafter be amended, including insurance and reinsurance of risks of every kind or description other than life insurance and title insurance and contracts for the payment of annuities, as well as to engage in any lawful act or activity incidental or collateral thereto. Nothing herein contained shall require the corporation to insure every kind of risk which it is authorized to insure.

**FOURTH:** The total number of shares of stock which the corporation is authorized to issue is Four Hundred (400) and the par value of each of such shares is Ten Thousand Dollars (\$10,000).

**FIFTH:** The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and for further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders:

1. The number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws.
2. The Board of Directors shall have power without the assent or vote of the stockholders to make, alter, amend, change, add to, or repeal the By-Laws of the corporation, but any By-Law adopted by the Board may be amended or repealed by the stockholders.



SIXTH: The corporation shall, to the full extent permitted by the General Corporation Law of Delaware, as now in effect and as it may be hereafter amended, indemnify all persons whom it may indemnify pursuant thereto.


SEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power."

IN WITNESS WHEREOF, THE TOA-RE INSURANCE COMPANY OF AMERICA has caused this certificate to be executed by William L. Munson, Chairman and Chief Executive Officer, and attested by John J. Hayden, Senior Vice President, General Counsel and Secretary, thereunto duly authorized this 20th day of April, 1999.

THE TOA-RE INSURANCE COMPANY  
OF AMERICA

  
William L. Munson  
Chairman & Chief Executive Officer

ATTEST:

  
John J. Hayden  
Senior Vice President, General  
Counsel and Secretary

State of New Jersey )  
County of Morris ) ss

Be it remembered, that on the 20th day of April, 1999, personally came before me the undersigned Lisa Stone, a notary public for the State of New Jersey, William L. Munson, Chairman and Chief Executive Officer of The Toa-Reinsurance Company of America, known to me personally to be such person and to be such Chairman and Chief Executive Officer, and acknowledged the above Restated Certificate of Incorporation to be his act and deed as Chairman and Chief Executive Officer of The Toa-Reinsurance Company of America and to be the act and deed of said company and the seal thereto affixed to be the common and corporate seal of said company duly affixed by its authority, and that the signing, sealing, acknowledgment and delivery by him of said Restated Certificate of Incorporation was duly authorized by a resolution of its board of directors.

Witness my hand and seal of office the day and year aforesaid.

U3a A. Gas

**Notary Public**

**LISA A. STONE**  
Notary Public of New Jersey  
No. 2213130  
My Commission Expires May 11, 2003

