

P12593  
SIRIUS AMERICA

March 17, 1998

Ms. Monica Steen  
Secretary Specialist  
Amendment Section  
Division of Corporation  
409 East Gaines Street  
Tallahassee, FL 32314

FILED  
DEC 14 AM 11:18  
TALLAHASSEE, FLORIDA

Re: **Sirius America Insurance Company**  
**(f/k/a Sirius Reinsurance Corporation)**

Dear Ms. Steen:

Enclosed is the following documentation in connection with the name change of the above captioned:

1. Completed application.
2. Consent and Agreement in Re Service of Process (Official Form)
3. Resolution Form.
4. Certified By-Laws.
5. A check in the amount of \$35.00 as filing fee.
6. We are awaiting Certification of Status from the Secretary of State. Upon receipt, I will forward to your attention.
7. Certificate of Authority issued by domicile state. Please note that an original Certificate of Amendment was initially filed with Mr. Pete Mitchell in October, 1997. Please see attached copy of correspondence.
8. Name Change Check List.

900002461109--38  
-03/18/98--01097--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

~~W98-6190~~  
N/C  
7/10  
12/14

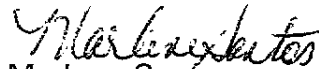
**SIRIUS AMERICA INSURANCE COMPANY**

*Page -2-  
March 17, 1998  
Ms. Steen*

Please be advised that there have been no corporate structure changes within the company. The only change that has occurred has been the change of name of the company.

If you should have any further requests or questions, please contact me at (212) 225-1232.

Sincerely,



Marlene Santos  
Assistant Secretary  
Office of General Counsel

*Enclosure*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 20, 1998

MARLENE SANTOS  
SIRIUS AMERICA INSURANCE CO.  
110 WILLIAM ST.  
NEW YORK, NY 10038

SUBJECT: SIRIUS REINSURANCE CORPORATION  
Ref. Number: P12593

We have received your document for SIRIUS REINSURANCE CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 898A00015182

# SIRIUS AMERICA



December 11, 1998

*Via Express Mail*

Ms. Velma Shepard  
Corporate Specialist  
Florida Department of State  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Sirius Reinsurance Corporation**  
**Ref. Number P12593**

Dear Ms. Shepard:

Pursuant to our telephone conversation on this date, enclosed is an executed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida.

My apologies for the delay in submitting this information. I thank you for your assistance and if you should have any questions please contact me at (212) 821-0489.

Sincerely,

A handwritten signature in cursive script, appearing to read "Marlene Santos".

Marlene Santos  
Assistant Secretary

Enclosures

*Rec'd 12/14*  
*Div. of Corp*

*This one*

**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. SIRIUS REINSURANCE CORPORATION  
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. DECEMBER 28, 1988  
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? SEPTEMBER 23, 1997
5. SIRIUS AMERICA 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.
- \_\_\_\_\_  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- \_\_\_\_\_  
New Jurisdiction

Marlene Santos  
Signature

DECEMBER 11, 1998  
Date

MARLENE SANTOS  
Typed or printed name

ASSISTANT SECRETARY  
Title

# State of Delaware



DONNA LEE H. WILLIAMS  
INSURANCE COMMISSIONER

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

## Department of Insurance

### CERTIFIED CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

I, DONNA LEE H. WILLIAMS, Insurance Commissioner of the State of Delaware, do hereby certify that the attached Certificate of Amendment of Certificate of Incorporation filed with the Delaware Secretary of State on September 23, 1997 changing the name of SIRIUS REINSURANCE CORPORATION to SIRIUS AMERICA INSURANCE COMPANY 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 8TH DAY OF APRIL,  
1998

*Donna Lee H. Williams*

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DONNA LEE H. WILLIAMS  
INSURANCE COMMISSIONER

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 09/23/1997  
971318116 - 0845999

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**  
SIRIUS REINSURANCE CORPORATION

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

**DOES HEREBY CERTIFY:**

**FIRST:** That at a meeting of the Board of Directors of SIRIUS REINSURANCE CORPORATION

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " Y " so that, as amended, said Article shall be and read as follows:

"THAT THE NAME OF THE CORPORATION IS SIRIUS AMERICA INSURANCE COMPANY."

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

**IN WITNESS WHEREOF**, said SIRIUS REINSURANCE CORPORATION  
has caused this certificate to be signed by

EVLVIA KAMINSKY, an Authorized Officer,  
this 18th day of SEPTEMBER, 19 97.

BY: Sylvia Kaminsky

**TITLE OF OFFICER:** Vice President, General Counsel & Corporate Sec