

CCH LEGAL INFORMATION SERVICES

P14660

111 Eighth Avenue
New York, NY 10011

November 30, 1999

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

400003062444--5
-12/07/99--01015--012
*****43.75 *****43.75

Dear Sir/Madam:

We have been authorized by TIG Reinsurance Company to act as its agent in effecting the required name-change procedures with the State of Florida.

Accordingly, we, hereby, request amendment of the existing Application for Authorization to Transact Business in Florida. To meet the requirements of this procedure, please find the enclosed APPLICATION BY PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA, completed (**original signature**) to reflect the new name. Also enclosed are the required Amended Articles of Incorporation, with original certification authorization issued by state of domicile.

In addition, subsequent to the requested amendment, we wish to order one Certificate of Status.


In full payment for above, please find the enclosed check for the amount of \$43.75.00 (Forty-three & 75/100 Dollars), representing Filing Fee of \$35.00 plus \$8.75 for the certificate ordered.

Please process these requests at the earliest convenience and mail your response addressed as follows:

CT Corporation System
Insurance Services Department
111 Eight Avenue
New York, NY 10011
Attention: Monique Mason

Thank you.

Sincerely yours,


Monique Mason
MM:mm

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -7 PM 2:21

name change
LFT 12-17-99

CCH LEGAL INFORMATION SERVICES

111 Eighth Avenue
New York, NY 10011

December 14, 1999

State of Florida Secretary of State
Ms. Louise Jackson, Amendment Sections
Division of Corporations
409 Gaines Street
Tallahassee Florida 32399

RE: TIG REINSURANCE COMPANY: Name Change

Dear Ms. Jackson:

Reference to our telephone conversation of earlier today regarding the above,
Please find enclosed the Certificate of Amendment to the Certificate of Incorporation.

Please review with respect to our earlier communication and the request for issuance of
Certificate of Status for the above company.

If you have any questions, please call me at (212) 590-9214.

Thank you for your cooperation and assistance.

Sincerely,



Monique Mason

MM:mm

Enclosure

TRANSMITTED BY FEDEREX EXPRESS

(Pursuant to e. 607.1504, F.S.)

FILED
SECRETARY OF STATE
DIVISION OF RECORDS
99 DEC -7 PM 2:22

1. Name of corporation as it appears on the records of the Department of State.

3. June 1, 1987
Date authorized to do business in Florida

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 27, 1999

6. If the amendment changes the period of duration, indicate new period of duration.

NEW DISTRICTS

N/A
~~New Jurisdiction~~

11/30/99
Date

Senior Vice President, General
Counsel & Corporate Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

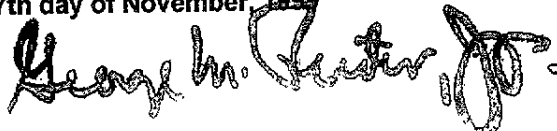
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CERTIFIED COPY

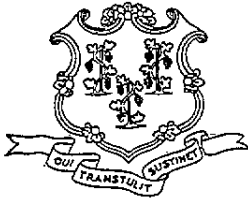
I, GEORGE M. REIDER, JR.,
INSURANCE COMMISSIONER OF THE STATE
OF CONNECTICUT, HAVE COMPARED THE ANNEXED
COPY WITH THE ORIGINAL RECORD ON FILE
WITH THE DEPARTMENT OF INSURANCE AND DO
HEREBY CERTIFY THAT IT IS A WHOLE, TRUE
AND CORRECT COPY OF THE ORIGINAL RECORD.

WITNESS MY HAND AND SEAL OF THE INSURANCE
COMMISSIONER OF THE STATE OF CONNECTICUT.

THIS 17th day of November, 1999



INSURANCE COMMISSIONER



State of Connecticut
Insurance Department

This is to Certify, that the Certificate of Amendment to the Certificate of Incorporation of TIG Reinsurance Company, with respect to the change of name to Odyssey America Reinsurance Corporation, has been reviewed and approved.

Witness my hand and official seal, at HARTFORD,
this 27th day of October, 1999

Insurance Commissioner

OCT-27-1999 01:50

ODYSSEY REIN

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FILED 10/27/1999 03:00 PM PAGE 01023
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE

STOCK CORPORATION

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / new / 1-97

Space For Office Use Only

9156636

1. NAME OF CORPORATION:

TIG REINSURANCE COMPANY

2. THE CERTIFICATE OF INCORPORATION IS (check A., B. or C.):

☒ A. AMENDED.

☐ B. AMENDED AND RESTATED.

☐ C. RESTATED.

3. TEXT OF EACH AMENDMENT / RESTATEMENT:

See Attachment

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

Sp:

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (check A., B. or C.)

 X A. The resolution was approved by shareholders as follows:

(set forth all voting information required by Conn. Gen. Stat. section 33-800 as amended in the space provided below)

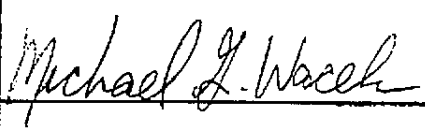
SEE ATTACHMENT

 B. The amendment was adopted by the board of directors without shareholder action. No shareholder vote was required for adoption.

 C. The amendment was adopted by the incorporators without shareholder action. No shareholder vote was required for adoption.

5. EXECUTION

Dated this 20th day of October, 19 99

Michael G. Wacek	President & Chief Executive Officer	
Print or type name of signatory	Capacity of signatory	Signature

Certificate Amending
Certificate of Incorporation

STATE OF CONNECTICUT
SECRETARY OF STATE

Date: October 20, 1999

1. Name of Corporation: TIG Reinsurance Company
2. The Certificate of Incorporation of the Corporation is amended as set forth below, through resolutions adopted by the board of directors and the shareholder of the Corporation:

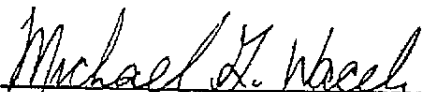
AMENDMENT TO CERTIFICATE OF INCORPORATION


3. The Certificate of Incorporation of the Corporation is hereby amended by striking ARTICLE FIRST in its entirety and substituting in its place:

"FIRST: The name of the Corporation shall be
Odyssey America Reinsurance Corporation (the
"Corporation")."

4. The resolution amending the Certificate of Incorporation was adopted in accordance with the Stock Corporation Act of the State of Connecticut by the unanimous vote of the board of directors and by the vote of the shareholders as follows:

Number of Shares Entitled to Vote:	10,000
Vote Required for Adoption:	10,000
Vote Favoring Adoption:	10,000


Michael G. Wacek
President & Chief Executive Officer


Donald L. Smith
SVP, General Counsel & Corp. Secy.

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

**ACTION TAKEN BY THE
STOCKHOLDER OF
TIG REINSURANCE COMPANY
PURSUANT TO WRITTEN CONSENT
IN LIEU OF MEETING**

TIG Insurance Company (the "Company"), being the sole stockholder of all the issued and outstanding shares of the Company, does hereby consent to the following action by the Company, without and in lieu of a meeting:

Amendment to the Certificate of Incorporation

RESOLVED, That the Certificate of Incorporation of TIG Reinsurance Company be amended by deleting the first sentence of article FIRST thereof and substituting in place of such first sentence the following sentence:

"FIRST: The name of the Corporation shall be
Odyssey America Reinsurance Corporation."

TIG INSURANCE COMPANY

By: 

Name:

Title:

Dated: October 20, 1999

**ACTION TAKEN BY THE
BOARD OF DIRECTORS OF
TIG REINSURANCE COMPANY
PURSUANT TO WRITTEN CONSENT
IN LIEU OF MEETING**

We, the undersigned, being all of the directors of TIG Reinsurance Company (the "Corporation"), do individually and unanimously consent to the taking of the following action by the Corporation, without and in lieu of a meeting:

1. Amendment to the Certificate of Incorporation

RESOLVED, That it is advisable that the Corporation amend its Certificate of Incorporation to change its name to Odyssey America Reinsurance Corporation; and it is further

RESOLVED, That the Certificate of Incorporation of TIG Reinsurance Company be amended by deleting the first sentence of article FIRST thereof and substituting in place of such first sentence the following sentence:

"FIRST: The name of the Corporation shall be
Odyssey America Reinsurance Corporation."

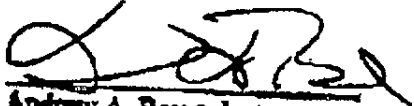
and it is further

RESOLVED, That its President and Chief Executive Officer be, and he hereby is authorized and directed to present the preceding resolution to the sole stockholder for its written consent; and it is further


RESOLVED, That the officers of the Corporation, after approval of the amendment to the Corporation's Certificate of Incorporation by the Corporation's stockholder, referred to in the preceding resolution, be, and they hereby are, authorized and directed, to execute, acknowledge and certify to the adoption of said amendment and to file or cause the filing of said amendment with the office of the Secretary of State of Connecticut; and it is further

RESOLVED, That the appropriate officers of the Corporation be, and each of them acting alone without the others hereby is, authorized in the name and on behalf of the Corporation to execute

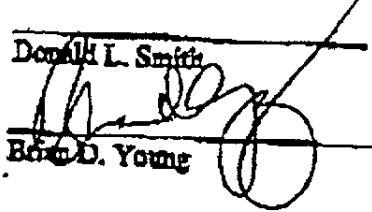
Officers executing such amendment may approve, such approval to be conclusively evidenced by such execution, and to execute and deliver such additional documents in connection therewith or take other such action as such officers deem necessary or appropriate to cause the Corporation to perform the amendment and to consummate the transactions contemplated thereby and to fulfill any of the Corporation's obligations under the amendment.


 Andrew A. Barnard


 Mark W. Hinkley


 Roland W. Jackson


 Donald L. Smith


 Brian D. Young


 James P. Dowd


 William H. Huff, III


 Michael P. Mather


 Michael G. Wacek

Dated: October 20, 1999

FILING #000203411b
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 SECRETARY OF THE STATE
 CONNECTICUT SECRETARY OF THE STATE

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

and deliver the amendment, with such changes therein as the officers executing such amendment may approve, such approval to be conclusively evidenced by such execution, and to execute and deliver such additional documents in connection therewith or take other such action as such officers deems necessary or appropriate to cause the Corporation to perform the amendment and to consummate the transactions contemplated thereby and to fulfill any of the Corporation's obligations under the amendment.

Andrew A. Barnard

Mark W. Hinkley

Roland W. Jackson

Donald L. Smith

Brian O. Young

James F. Dowd

William H. Huff, III

Michael F. Mather

Michael G. Wacek

Dated: October 20, 1999

and deliver the amendment, with such changes therein as the officers executing such amendment may approve, such approval to be conclusively evidenced by such execution, and to execute and deliver such additional documents in connection therewith or take other such action as such officers deems necessary or appropriate to cause the Corporation to perform the amendment and to consummate the transactions contemplated thereby and to fulfill any of the Corporation's obligations under the amendment.

Andrew A. Barnard

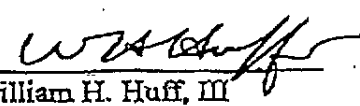
Mark W. Hinkley

Roland W. Jackson

Donald L. Smith

Brian D. Young

James F. Dowd



William H. Huff, III

Michael F. Mather

Michael G. Wacek

Dated: October 20, 1999

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