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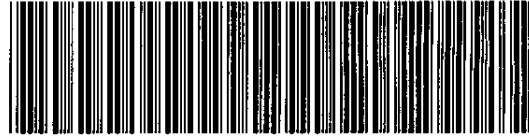
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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11 JUL 15 PM 1:55
TALLAHASSEE, FLORIDA

NE
*EWS
7/18CM



Odyssey Reinsurance Company | 300 First Stamford Place
Stamford, CT 06902

T 203 977.8000
F 203 356.0196

A Fairfax Company | www.odysseyre.com

Via Federal Express

July 14, 2011

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Odyssey America Reinsurance Corporation
Name Change Application**

Dear Sir/Madam:

On behalf of Odyssey America Reinsurance Corporation, enclosed for name change filing are the following completed documents:

1. Cover Letter;
2. Application by Foreign Profit Corporation to File Amendment to Application for Authorization;
3. Certified Copy of the Amended and Restated Certificate of Incorporation from Odyssey's state of domicile (Connecticut); and
4. Check in the amount of \$43.75, which represents \$35.00 filing fee and \$8.75 for an original Certificate of Status.

If you have any questions regarding this name change submission, please do not hesitate to contact me at (203) 940-8136.

Very truly yours,

A handwritten signature in black ink, appearing to read "Melissa A. McKnight".

Melissa A. McKnight
Senior Corporate Paralegal

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Odyssey America Reinsurance Corporation
Name of Corporation

DOCUMENT NUMBER: P14660

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Melissa McKnight

Name of Contact Person

Odyssey America Reinsurance Corporation

Firm/Company

300 First Stamford Place

Address

Stamford, CT 06902

City/State and Zip Code

mmcknight@odysseyre.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Melissa McKnight

Name of Contact Person

at (203)

940-8136

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☒

\$43.75 Filing Fee &
Certificate of Status

☐

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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)

Not-known P14660
(Document number of corporation (if known))

1. Odyssey America Reinsurance Corporation
(Name of corporation as it appears on the records of the Department of State)
2. Connecticut 3. September 30, 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? February 18, 2011

5. Odyssey Reinsurance 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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

No Change
(New duration)

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

No Change
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Mark A. Welshons
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Mark A. Welshons
(Typed or printed name of person signing)

Senior Vice President
(Title of person signing)

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STATE OF CONNECTICUT
INSURANCE DEPARTMENT

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

FILED #0004322020 PG 01 OF 03 VOL B-01492
FILED 02/18/2011 12:23 PM PAGE 03620
CONNECTICUT SECRETARY OF THE STATE

Witness my hand and official seal, at HARTFORD,
this 10th day of February 2011

A handwritten signature in cursive script, reading "Barbara C. Spivey".

Acting Insurance Commissioner

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ODYSSEY AMERICA REINSURANCE CORPORATION**

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

SECOND: The period of the Corporation's duration is perpetual.

THIRD: The Corporation was originally incorporated in the State of Nebraska on September 10, 1986.

FOURTH: The Corporation was originally incorporated under the name Commercial Risk Underwriters Insurance Company and subsequently changed its name to Transamerica Reinsurance Company on December 13, 1987, TIG Reinsurance Company on August 31, 1993 and then to Odyssey America Reinsurance Corporation on October 27, 1999.

FIFTH: The nature of the business to be transacted and purposes to be promoted and carried out by the Corporation are as follows:

- (a) To transact and write all of the type of insurance and reinsurance, with the exception of life insurance, title insurance and variable annuities, authorized by Title 38a of the Connecticut General Statutes; and
- (b) To engage in any lawful act or activity for which corporations may be formed under the Stock Corporation Act of the State of Connecticut.

SIXTH: The designation of each class of shares, the authorized number of shares of each such class, and the par value of each share thereof are as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE PER SHARE</u>
Common	33,500	\$300.00

SEVENTH: The minimum amount of stated capital with which the Corporation shall commence business is One Thousand Dollars (\$1,000.00).

EIGHTH: The Corporation shall indemnify and reimburse shareholders, directors, officers, employees and agents as required by Section 33-320a of the Stock Corporation Act of the State of Connecticut, including any amendment to or substitutions for such Section 33-320a which may be made from time to time.

NINETH: No shareholder of the Corporation shall by reason of his holding shares of the Corporation's stock have any preemptive or preferential right to subscribe for, purchase or receive any shares of stock of the Corporation (or any obligation convertible into shares of stock, including, without limitation, warrants, subscription rights or options to acquire shares) which the Corporation may issue or sell, whether out of the number of shares of stock now authorized, or out of shares of stock of the Corporation acquired by it after issuance.

Dated at Stamford, Connecticut, this 16th day of February 2011.

We hereby declare, under penalties of false statement, that the statements made in the foregoing certificate are true.

By: 

Name: Andrew A. Barnard

Title: CEO & President

By: 

Name: Peter H. Lovell

Title: SVP, General Counsel &
Corporate Secretary