



DEERFIELD INSURANCE COMPANY

Shand Morahan Plaza, Evanston, Illinois 60201
(847) 866-2800 Fax (847) 866-0778

P15402

October 28, 1999

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

600003031276--7
-11/01/99--01124--005
*****52.50 *****52.50

Re: The First Reinsurance Company of Hartford (k/n/a Deerfield Insurance Company)

Dear Sir/Madam:

The First Reinsurance Company of Hartford, a foreign profit corporation, is authorized to transact business in the state of Florida. Effective July 1, 1999, the company changed its name to Deerfield Insurance Company and redomesticated from Connecticut to Illinois. We would like to amend the company's charter in the state of Florida to reflect these changes. Therefore, enclosed is the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida.

Also enclosed is a check in the amount of \$52.50 made payable to the Florida Department of State which represents the following:

1. Filing Fee = \$35.00
2. Certificates of Status (two originals) @ 8.75 each = \$17.50

We would appreciate receiving two (2) new Certificates of Status. These two certificates will need to be filed with the Insurance Department pursuant to their two separate filing requirements for the name change notification and the redomestication filing for a foreign insurer.

Please mail the documents to the undersigned's attention at the address on this letterhead. Thank you.

Sincerely,

Laurie A. Ford
Regulatory Compliance Supervisor
Legal Department

enc.

Amend
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 NOV - 1 PM 12:38
FILED
T. LEWIS NOV 15 1999

FILED
99 NOV -1 PM 12:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

President
<hr/>
Title



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date: AUG 30 1999

Not Shapo
Director of Insurance

ARTICLES OF REORGANIZATION

ARTICLE I

The name of the corporation is:

DEERFIELD INSURANCE COMPANY

(Formerly known as The First Reinsurance Company of Hartford,
incorporated in Avon, CT.)

ARTICLE II

The principal office of the corporation is to be located in the City of Evanston, County of Cook, in the State of Illinois.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The purpose of the corporation is to transact the kinds of insurance business specified in Clauses (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) and (l) of Class 2 and clauses (a) (b) (c) (d) (e) (f) (g) (h) and (i) of Class 3 of Section 4 of the Illinois Insurance Code; and to effect reinsurance of all risks taken by it and to assume reinsurance of risks taken by it and to assume reinsurance of risks taken by other insurers and reinsurers.

ARTICLE V

The corporate powers of the corporation shall be exercised by a board of directors. The number of directors elected shall be within the minimum and maximum limits as set forth in the corporation's bylaws. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Directors shall be natural persons who are shareholders except while the corporation is a wholly owned subsidiary. At least three directors shall be residents and citizens of the State of Illinois. Directors shall be elected at the annual meeting of the shareholders. Any vacancy in the board of directors due to death, resignation, removal or otherwise, and any directorship to be filled by reason of an increase in the number of

directors, may be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose. The terms of office of the directors shall be fixed from time to time in the corporation's bylaws.

ARTICLE VI

The authorized capital stock of said corporation shall be three million five hundred thousand dollars (\$3,500,000), which stock shall be divided into one hundred thousand shares (100,000) having a par value of thirty-five dollars per share (\$35.00). The paid up capital of said corporation is three million five hundred thousand dollars (\$3,500,000) as all stock is issued and outstanding.

ARTICLE VII

No shareholder of the corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any new or additional shares of the company of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares, or any shares, bonds, notes, debentures or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares.

ARTICLE VIII

The power to make, alter, amend or repeal the bylaws of the corporation shall be vested in the shareholders.

IN WITNESS WHEREOF the corporation has caused these Articles of Reorganization to be executed in its name by its president and its corporate seal to be affixed hereto, attested by its secretary on the (date).



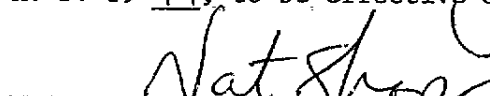
President

Attest:



Secretary

Approved this 21st day of June,
A. D. 19 99, to be effective July 1, 1999.



Nathaniel S. Shapo, Director

AFFIDAVIT

I, Paula A. Francis, Secretary of Deerfield Insurance Company ("DIC"), affirm that DIC has filed its Articles of Reorganization pursuant to Section 5/183 of the Illinois Insurance Code.

1. At a meeting of the Board of Directors on March 16, 1999, the Board of Directors adopted a resolution setting forth the proposed amendment and directing that it be submitted to a vote of shareholders.

2. By unanimous consent of the sole shareholder of DIC, effective March 16, 1999, all of the outstanding shares of DIC were cast in favor of amending its Articles of Incorporation by amending Articles V to read as follows:

The corporate powers of the corporation shall be exercised by a board of directors. The number of directors elected shall be within the minimum and maximum limits as set forth in the corporation's bylaws. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Directors shall be natural persons who are shareholders except while the corporation is a wholly owned subsidiary. At least three directors shall be residents and citizens of the State of Illinois. Directors shall be elected at the annual meeting of the shareholders. Any vacancy in the board of directors due to death, resignation, removal or otherwise, and any directorship to be filled by reason of an increase in the number of directors, may be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose. The terms of office of the directors shall be fixed from time to time in the corporation's bylaws.

Dated this 3rd day of June, 1999.

DEERFIELD INSURANCE COMPANY

Paula A. Francis
By: Paula A. Francis, Secretary

State of Illinois)

) ss.

County of Cook)

Sworn and subscribed on this 3rd day of June, 1999, before me, notary public, appointed in Cook County for the State of Illinois.

Karen A. Lindeman
Notary Public of the State of Illinois

