

clarendon **insurance**
Group

P 26699

March 20, 2002

Ms. Anna Chestnut
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300005171143--7
-03/27/02--01002--016
*****43.75 *****43.75

RE: Redomestication of Redland Insurance Company

Dear Ms. Chestnut:

As discussed, I would greatly appreciate your assistance in handling the filing. Attached please find the following:

1. check in the amount of \$43.75 for filing fee and certified copy;
2. application by foreign profit corporation to file amendment to application for authorization to transact business in Florida; and
3. transmittal letter.

If you have any questions, please do not hesitate to call me at 212-790-9795. Thank you very much for your assistance.

Very truly yours,

Beth I. Pasternack

Beth I. Pasternack
Chief Regulatory Counsel

FILED
02 MAR 22 AM 8 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/27
AC redomestication

clarendon **insurance**
Group

March 20, 2002

Ms. Anna Chestnut
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Redomestication of Redland Insurance Company

Dear Ms. Chestnut:

As discussed, attached please find a certified copy of the Articles of Redomestication and Restated Certificate of Incorporation.

If you have any questions, please do not hesitate to call me at 212-790-9795. Thank you very much for your assistance.

Very truly yours,



Beth I. Pasternack
Chief Regulatory Counsel

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)

Document Number of Corporation (If known)

1. Redland Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Iowa 3. 2/22/90
(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? N/A
5. _____
(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.
New Jersey
(New jurisdiction)

Gerhard Ketels
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Gerhard Ketels
(Typed or printed name)

3-20-02
(Date)

Secretary
(Title)

FILED
02 MAR 22 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New Jersey



DEPARTMENT OF BANKING AND INSURANCE

I, Donald Bryan, Acting Commissioner of Banking and Insurance of the State of New Jersey do hereby certify that the annexed is a true copy of the

***** Articles of Redomestication and Restated Certificate of Incorporation of the Redland Insurance Company dated June 12, 2001 *****

as taken from and compared with the original **Articles**
filed **August 23, 2001** now remaining on file in this Department.

In Testimony Whereof, I have hereunto set my

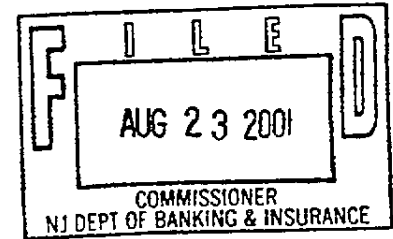
Hand and affixed my Official Seal, at Trenton

This **4th** day of **January, 2002**

A handwritten signature in black ink, appearing to read "Donald Bryan".

Acting Commissioner of Banking and Insurance

**Articles of Redomestication
and
Restated Certificate of Incorporation
of
Redland Insurance Company**



We the undersigned, pursuant to approval by the sole shareholder and in accordance with the provisions of N.J.S.A. 17:17-20, intending to redomesticate Redland Insurance Company, a corporation of the State of Iowa, and to continue its existence by forming a corporation under Subtitle 3 of Title 17 of the Revised Statutes of New Jersey, as amended and supplemented, hereby certify and state:

All provisions in the Articles of Incorporation of Redland Insurance Company approved by the First Deputy Commissioner of Insurance of Iowa on December 21, 1978, as amended through August 19, 1996, are hereby amended in their entirety, and the following restated Certificate of Incorporation of Redland Insurance Company is hereby substituted in lieu thereof to supersede said amended Articles of Incorporation:

FIRST: The name of the corporation shall be Redland Insurance Company (the "Corporation"). The corporation shall be a continuation of the corporate existence of the Company of the same name, heretofore domiciled in the State of Iowa, and originally incorporated in that State on December 21, 1978.

SECOND: The principal office of the corporation in the State of New Jersey, which shall be its registered office, is 224 West State Street, Trenton, New Jersey 08608, and the registered agent upon whom process may be served shall be Wesley S. Caldwell, III.

THIRD: The kinds of insurance to be transacted by the corporation shall be the kinds of insurance specified in the following paragraphs of N.J.S.A. 17:17-1:

a. Against direct or indirect loss or damage to property, including loss of use or occupancy by fire, smoke; smudge; lightning; tempest on land, including windstorm, tornado and cyclone; earthquake; collapse of buildings; hail; frost or snow; weather or climatic conditions, including excess or deficiency of moisture, flood, rain or drought, rising of the waters of the ocean or its tributaries; bombardment; invasion; insurrection; riot; civil war or commotion; military or usurped power; vandalism or malicious mischief; striking employees; explosion, whether fire ensues or not, except explosion of steam boilers and flywheels; and arising from the use of elevators, aircraft, automobiles or other vehicles; against loss or damage by insects or disease to farm crops or products and loss of rental value of land used in producing the crops or products.

b. Against any kinds of loss or damage to: Vessels, craft, aircraft, cars, automobiles and vehicles of every kind, including all kinds of automobile and aircraft insurance (excepting insurance against loss by reason of bodily injury to the person), as well as all goods,

freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidence of debt, valuable papers, bottomry and respondentia interests, and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any and all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment or reshipment incident thereto, including marine builder's risk and all personal property floater risks, and to person or to property in connection with or appertaining to a marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either, arising out of or in connection with the construction, repair, operation, maintenance or use of the subject matter of the insurance (but not including life insurance or surety bonds) but, except as herein specified, not against loss by reason of bodily injury to the person.

e. Against loss or damage resulting from accident to or injury suffered by any person for which loss or damage the insured is liable, including, if the insured is a state or a political subdivision of a state or a municipal corporate instrumentality of 1 or more states, loss or damage resulting from accident to or injury suffered by any person for which loss or damage the insured would be liable if it were a private corporation.

f. Against damage to property of the insured or loss of life or damage to the person or property of others for which the insured is liable (including if the insured is a state or a political subdivision of a state or a municipal corporate instrumentality of 1 or more states, loss of life or damage to the person or property of others for which the insured would be liable if it were a private corporation), caused by the explosion of steam boilers, pipes, engines, motors and machinery connected therewith or operated thereby.

g. Against loss from the defaults of persons in positions of trust, public or private, or against loss or damage on account of neglect or breaches of duty or obligations guaranteed by the insurer; and against loss by banks, bankers, brokers, financial or moneyed corporations or associations, of any bills of exchange, notes, checks, drafts, acceptances of drafts, bonds, securities, evidences of debt, deeds, mortgages, documents, gold or silver, bullion, currency, money, platinum and other precious metals, refined or unrefined and articles made therefrom, jewelry, watches, necklaces, bracelets, gems, precious and semiprecious stones, and also against loss resulting from damage, except by fire, to the insured's premises, furnishings, fixtures, equipment, safes and vaults therein caused by burglary, robbery, hold-up, theft or larceny, or attempt thereat. No such indemnity indemnifying against loss of any property as specified herein shall indemnify against the loss of any such property occurring while in the mail or the custody or possession of a carrier for hire for the purpose of transportation, except for the purpose of transportation by an armored motor vehicle accompanied by 1 or more armed guards.

j. Against loss or damage by burglary, theft, larceny, robbery, forgery, fraud, vandalism or malicious mischief, or any one or more of such hazards; and against any and all kinds of loss or destruction of or damage to moneys, securities, currencies, scrip, coins, bullion, bonds, notes, drafts, acceptances of drafts, bills of exchange and other valuable papers or documents, except while in the custody or possession of and being transported by a carrier for hire or in the mail; and against loss or damage to automobiles and aircraft by burglary, larceny, or theft, vandalism or malicious mischief, confiscation or wrongful conversion, disposal or concealment, whether held under conditional sale contract or subject to chattel mortgages, or otherwise, or any one or more of such hazards.

k. Against loss of and damage to glass, including lettering and ornamentation thereon, and the frame in which the glass is set resulting from breakage of the insured glass.

1. Against loss or damage by water or other fluid to any goods or premises arising from the breaking or leakage of sprinklers, pumps, or other apparatus erected for extinguishing fires, or of other conduits or containers, or by water entering through leaks or openings in buildings, and of water pipes and against accidental injury to such sprinklers, pumps, conduits, containers, water pipes and other apparatus; including loss of use or occupancy of the property so damaged.

m. Upon the lives of horses, cattle and other livestock or against loss by theft of any such property or both.

n. Against loss or damage to property by smoke or smudge, or both.

o. Any specified kinds of insurance not included in any of the foregoing subsections and which are proper subjects of insurance, including but not limited to:

1. All loss to buildings and structures, including consequential loss and against loss or damage to property of others, caused by an insured;

2. The perils of radioactive contamination and all other perils causing physical loss to nuclear energy installations and facilities, including consequential loss; and

3. All other miscellaneous coverage, including, but not limited to, the following:

i. Loss or damage to property by epidemic;

ii. Loss or damage to property by power failure or mechanical breakdown;

iii. Loss or damage to property or any insurable interest therein caused by insects or by radiation resulting from atomic fission;

iv. Engine breakdown;

v. Loss or damage to property of the assured caused by the falling of tanks or equipment for protection of property against fire, by explosion other than steam boilers, pipes, engines, motors, and machinery connected therewith (except fire);

vi. Loss resulting from the right to participate in associations or pools, such as NEPIA and NELIA, which associations or pools are authorized to write "All Risks" insurance involving nuclear fuel exposure;

vii. Economic security; and

viii. All other liability not covered under N.J.S.A. 17:17-1(e), including voluntarily assumed liability.

FOURTH: The corporation shall be a stock company.

FIFTH: The amount of capital stock of the corporation shall be \$3,500,000.00 (Three Million, Five Hundred Thousand Dollars) divided into 35,000 (thirty-five thousand) shares of common stock having a par value of \$100.00 (One Hundred Dollars) per share. All capital stock authorized heretofore by the Corporation as a Corporation of the State of Iowa is hereby cancelled, and any

certificates evidencing the existence thereof are hereby deemed null and void, and of no value whatsoever.

SIXTH: The duration of the corporation shall be perpetual.

SEVENTH: The corporation and its shareholders and directors shall have all the powers granted and be subject to all the duties and obligations of the New Jersey Business Corporation Act (N.J.S.A. 14A:1-1 et seq.) except so far as they may be inconsistent with the provisions of Subtitle 3 of Title 17.

EIGHTH: The corporation may issue both participating and nonparticipating policies with respect to any kind of insurance that the corporation is authorized to transact.

NINTH: The principal officers of the corporation shall be a Chairman of the Board of Directors, a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors may determine to elect in accordance with the provisions of the By-laws of the corporation.

TENTH: The Board of Directors, in addition to all other rights and powers bestowed upon it by law, shall have the power, without the assent or vote of the shareholders to make, alter, and repeal By-Laws; provided, however, that By-Laws made by the Board of Directors may be altered, repealed, and new By-Laws made by the shareholders.

ELEVENTH: The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate, in the manner now or hereafter prescribed or permitted by law. All rights and powers conferred herein on shareholders, directors, and officers are subject to this reserve power.

TWELFTH: Subject to the following, a director or officer of the corporation shall not be personally liable to the corporation or its shareholders for damages for breach of any duty owed to the corporation or its shareholders. The preceding sentence shall not relieve a director or officer from liability for any breach of duty based upon an act or omission (i) in breach of such person's duty of loyalty to the corporation or its shareholders, (ii) not in good faith or involving a knowing violation of law, or (iii) resulting in receipt by such person of an improper personal benefit. If the New

Jersey Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer to the corporation or its shareholders shall be eliminated or limited to the fullest extent permitted by the New Jersey Business Corporation Act, as so amended. Any amendment to this Certificate of Incorporation, or change in law that authorizes this paragraph, shall not adversely affect any then existing right or protection of a director or officer of the corporation.

THIRTEENTH: The corporation shall indemnify its officers, directors, employees, and agents, and former officers, directors, employees, and agents, and any other persons serving at the request of the corporation as an officer, director, employee, or agent of another corporation, association, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) incurred in connection with any pending or threatened action, suit, or proceeding, whether civil, criminal, administrative, or investigative, with respect to which such officer, director, employee, agent, or other person is a party, or is threatened to be made a party, to the full extent permitted by the New Jersey Business Corporation Act. The

indemnification provided herein (i) shall not be deemed exclusive of any other right to which any person seeking indemnification may be entitled under any By-Law, agreement, or vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity, and as to action in any other capacity, and (ii) shall inure to the benefit of the heirs, executors, and the administrators of any such person. The corporation shall have the power, but shall not be obligated, to purchase and maintain insurance on behalf of any person or persons enumerated above against any liability asserted against or incurred by them, or any of them arising out of their status as corporate directors, officers, employees, or agents, whether or not the corporation would have the power to indemnify them against such liability under the provisions of this article.

FOURTEENTH: The original date of incorporation of the corporation in the State of Iowa, namely December 21, 1978, shall be the date of incorporation of the continued corporation formed hereby in the State of New Jersey; provided, however, that for purposes of the premium tax laws, pursuant to N.J.S.A. 54:18A-1 et seq., the date of licensure shall be the date on which the Commissioner of Banking and Insurance approves the domestication in New Jersey.

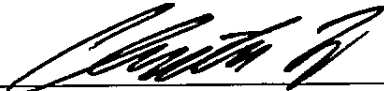
FIFTEENTH: The names and addresses of the persons who shall serve as the Board of Directors and the Officers of the corporation until the next meeting of the shareholders and until their successors are elected and qualify, are as follows:


<u>Name</u>	<u>Title</u>	<u>Address</u>
Ralph Milo	Chairman of the Board of Directors	7771 Fisher Island Drive Fisher Island, FL 33109
Dr. Detlef Steiner	President and Director	An der Wietze 17c Hannover, Germany 30657
Anders Larsson	Treasurer and Director	10 Broadview Road Westport, CT 06880
Ming-I Huang	Vice President and Director	90 Riverside Drive New York, NY 10024
Joseph S. Labell	Secretary	26 Barclay Road Scarsdale, NY 10583
William Roche	Vice President	345 Clinton Street Brooklyn, NY 11231
Christopher Foy	Vice President	6 Pia Court Holtsville, NY 11742


SIXTEENTH: The names and addresses of the incorporators
are as follows:

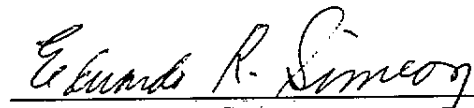
Christopher Foy	6 Pia Court Holtsville, NY 11742
Matt Mascia	17 Moonlit Court Smithtown, NY 11787
Alan Mahadeo	95-19 226 th Street Bellrose Terrace, NY 11001
Eddie Simeon, Sr.	376 Maplegrove Avenue Uniondale, NY 11553
Eddie Simeon, Jr.	10 Martha Lane Selden, NY 11784
Jean Connell	164 Hildreth Place Yonkers, NY 10704
Marie Rimmer	4 Donovan Avenue Carteret, NJ 07008
Sonia Apostolu	91 Krystal Drive Somers, NJ 10589
Rosella Devincezo	99 Pile Street Oradell, NJ 07649
Kim Expresion	1572 John Street, 2 nd Fl. Fort Lee, NJ 07024


IT WITNESS WHEREOF, we, the undersigned, have hereunto set
our hands on this 1st day of June, 2001.



Christopher Foy

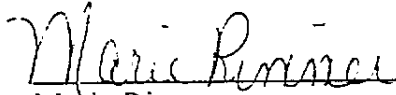

Matt Mascia


Alan Mahadeo


Eddie Simeon, Sr.

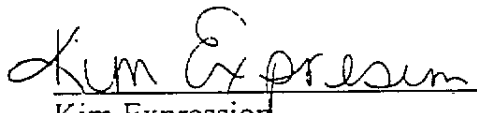

Eddie Simeon, Jr.


Jean Connell


Marie Rimmer


Sonia Apostolu



Rosella Devincezo


Kim Expression


CERTIFICATE

Dr. Detlef Steiner, President, and Joseph S. Labell, Secretary, hereby certify that the foregoing Articles of Redomestication and Restated Certificate of Incorporation of Redland Insurance Company (the "Corporation") have been duly adopted by consent of the sole stockholder in accordance with the By-laws of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the Corporation this 12 day of June, 2001


Dr. Detlef Steiner, President

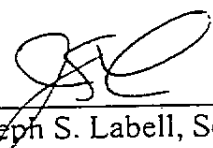
Corporate Seal


Joseph S. Labell, Esq., Secretary

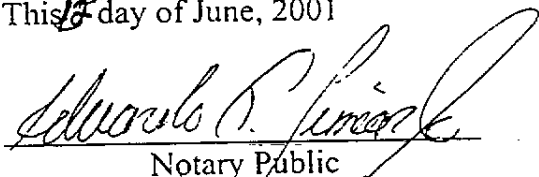
ACKNOWLEDGEMENT

STATE OF NEW YORK :
: SS
COUNTY OF NEW YORK :

BE IT REMEMBERED that on this 15th day of June, 2001, before me, the subscriber, a Notary Public, personally appeared Joseph S. Labell, who being by me duly sworn upon his oath, does depose and make proof to my satisfaction that he is the Secretary of Redland Insurance Company, that Dr. Detlef Steiner is the President of said Company; that the execution, as well as the making of the within Articles of Redomestication and Restated Certificate of Incorporation of Redland Insurance Company have been duly authorized by a proper Resolution of the Board of Directors of said Company and approved by the unanimous consent of its sole shareholder; that deponents well know the corporate seal, and it was thereto affixed, and said instrument was signed and delivered by the President, as and for the voluntary act and deed of said Company, in the presence of deponent, who thereupon subscribed his name hereto as witness, and who subscribed his name below.


Joseph S. Labell, Secretary

Sworn to and subscribed before me
This 15th day of June, 2001


Notary Public

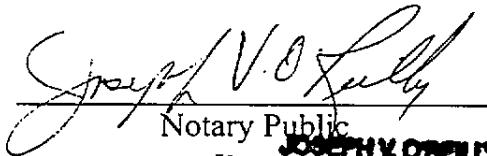
EDUARDO G. SIMEON, JR.
NOTARY PUBLIC, State of New York
No. 01SI6028337
Qualified in Nassau County
Commission Expires July 26, 2001

ACKNOWLEDGEMENT

STATE OF NEW YORK :
 : SS
COUNTY OF NEW YORK :

BE IT REMEMBERED that on this ^{15th} day of June, 2001, before me, the subscriber, a Notary Public, personally appeared Christopher Foy, Matt Mascia, Alan Mahadeo, Eddie Simeon, Sr., Eddie Simeon, Jr., Jean Connell, Marie Rimmer, Sonia Apostolu, Rosella Devincezo, and Kim Expression, who being by me duly sworn upon their oaths, do depose and make proof to my satisfaction that they are the persons named as Incorporators who signed the foregoing Articles of Redomestication and Restated Certificate of Incorporation of Redland Insurance Company; that the execution, as well as the making of the aforesaid document by each of them was done as and for his or her voluntary act and deed, in the presence of deponent, who thereupon subscribed his name hereto as witness, and who subscribed his name below.

[Notary Seal]


Notary Public

JOSEPH V. O'REILLY
Notary Public, State of New York
No. 010R5082403
Qualified in New York County
Commission Expires July 28, 2001

CERTIFICATE OF APPROVAL OF ATTORNEY GENERAL

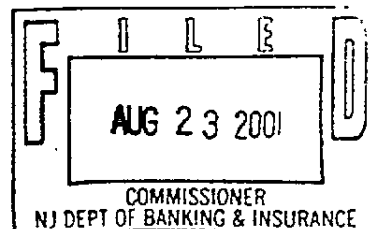
I, John J. Farmer, Attorney General of the State of New Jersey, hereby certify that the foregoing Articles of Redomestication and Restated Certificate of Incorporation of Redland Insurance Company has been submitted to and examined by me, and I find the same to be in accordance with Subtitle 3 of Title 17 of the Revised New Jersey Statutes and not inconsistent with the Constitution and Laws of the State of New Jersey.

**JOHN J. FARMER, JR.
ATTORNEY GENERAL
OF NEW JERSEY**

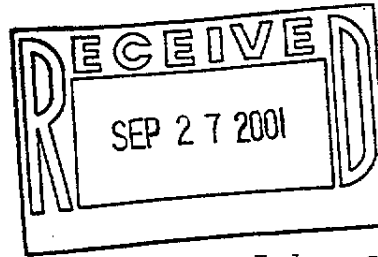
Dated: 8/17/01

By: *Heather Spilowitz*

Deputy Attorney General



Mercer County Clerk's Office



Return To:

CALDWELL MEGNA
THE LUTINE HOUSE
224 WEST STATE ST
TRENTON NJ 08608-1102

Index CORPORATIONS

Book 00097 Page 0276

No. Pages 0018

Instrument CORPORATIONS

Date : 8/23/2001

Time : 2:32:27

Control # 200108230276

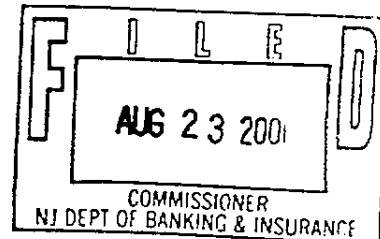
REDLAND INSURANCE CO

INST# RD 2001 036385

Employee ID SUSANJ

RECORDING	\$	47.00
	\$.00
	\$.00
	\$.00
	\$.00
	\$.00
	\$.00
	\$.00
	\$.00

Total: \$ 47.00



STATE OF NEW JERSEY
Mercer County Clerk's Office

*****PLEASE NOTE*****
* DO NOT REMOVE THIS COVER SHEET - *
*IT CONTAINS ALL RECORDING INFORMATION *

Catherine DiCostanzo
Mercer County Clerk



W000970276