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September 17, 2001

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VIA EXPRESS MAIL

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

DIRECT DIAL

(212) 940-8758

E-MAIL ADDRESS

cmdougherty@rosenman.com

Re: Chatham Reinsurance Corporation
Name Change to: "Mapfre Reinsurance Corporation"
Effective Date of Name Change: June 8, 2000
Our File No.: 023764-74509

100004599061--0
-09/20/01--01009--001
*****52.50 *****52.50

Gentlemen/Ladies:

This firm is counsel to Mapfre Reinsurance Corporation ("Mapfre"), a California domiciled stock property-casualty insurer which was formerly named "Chatham Reinsurance Corporation" and which is an accredited reinsurer (not an admitted insurer) in the State of Florida. To evidence Mapfre's name change in your state, enclosed are:

1. One certified copy of the Certificate of Amendment of the Articles of Incorporation of Chatham Reinsurance Corporation ("Certificate of Amendment");
2. Mapfre's Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida; and
3. Mapfre's Check No. 002652 in the amount of \$52.50 made payable to the order of the "Florida Department of State" in payment of the filing fee for the Application, a certified copy and a certificate of status.

Please mark your records accordingly and forward to my attention Mapfre's new Authorization to Transact Business as soon as possible. Since Mapfre's corporate services vendor, CSC, is (or was) located in the World Trade Center and it would be difficult to obtain a more recent

FILED
SEP 19 AM 11:00
TALLAHASSEE, FLORIDA
9-19-01
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*CSC
7/28 NC
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Florida Department of State
September 17, 2001
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Certificate of Amendment, we request the Florida Department of State's forbearance in accepting a Certificate of Amendment that was issued more than ninety (90) days prior to the submission of this Application.

We thank you, in advance, for your assistance and courtesies in this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in cursive script that reads "Michael Dougherty / K.S.".

Michael Dougherty

Encls.
CMD:id

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. Chatham Reinsurance Corporation
Name of corporation as it appears on the records of the Department of State.
2. California 3. 11/3/89
Incorporated under laws of Date authorized to do business in Florida

FILED
01 SEP 19 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, 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? June 8, 2000

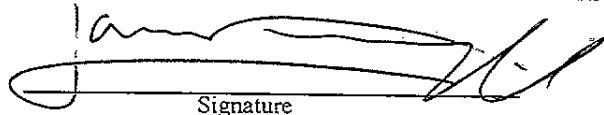
5. Mapfre Reinsurance Corporation
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

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


Signature

9/5/2001

Date

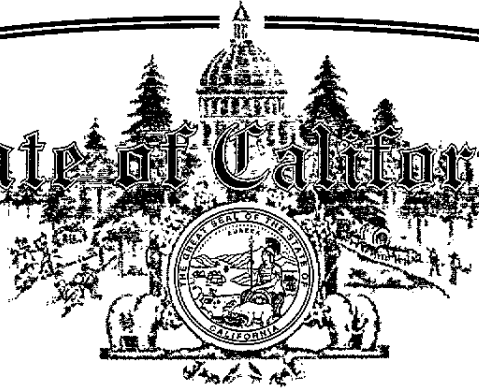
Javier Fernandez-Cid

Typed or printed name

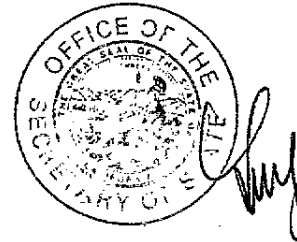
President

Title

State of California



SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 14 2000

Bill Jones

Secretary of State

A0546573

**CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
CHATHAM REINSURANCE CORPORATION**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JUN - 8 2000

BILL JONES, Secretary of State

Javier Fernández-Cid and Marc M. Tract certify that:

1. They are the President and Secretary, respectively, of Chatham Reinsurance Corporation, a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

I.

The name of this corporation is Mapfre Reinsurance Corporation.

3. Article II of the Articles of Incorporation of this corporation is amended to read as follows:

II.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code. The business of this corporation is to be an insurer, subject to the provisions of the California Insurance Code. This corporation is organized to transact any class of insurance specifically authorized by its California Certificate of Authority, other than the classes of life, title, mortgage, mortgage guaranty and financial guaranty insurance.

4. The following Article VI is added to the Articles of Incorporation of this corporation:

VI.

1. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.
2. This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors

or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to this corporation and its shareholders.

3. Any amendment, repeal or modification of any provision of this Article VI. shall not adversely affect any right or protection of an agent of this corporation at the time of such amendment, repeal or modification.

5. The following Article VII is added to the Articles of Incorporation of this corporation:


VII.

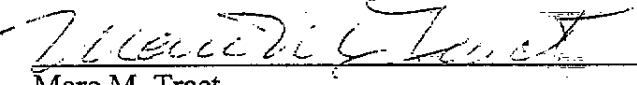
The existence of the corporation is perpetual.

6. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
7. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 70,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: June 7, 2000


Javier Fernández-Cid
President and Chief Executive Officer


Marc M. Tract
Secretary

STATE OF CALIFORNIA


DEPARTMENT OF INSURANCE

San Francisco

I, CHUCK QUACKENBUSH, Insurance Commissioner of the State of California, do hereby certify that on the date specified herein, the name **Mapfre Reinsurance Corporation** has been approved and reserved in California as a name change for **Chatham Reinsurance Corporation** for a period of 90 days from the date herein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year specified below.

CHUCK QUACKENBUSH
Insurance Commissioner

By 
Pamela D. Stefani
Deputy
June 1, 2000

A California corporation must attach this Certificate to its Articles of Incorporation (Amendment) filed with the California Secretary of State.

Note: This certificate does not authorize the subject entity to transact business in California unless and until a Certificate of Authority or license has been issued.

