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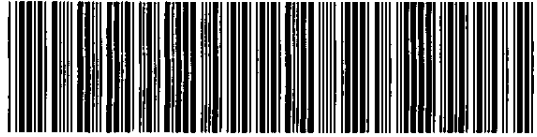


Certificates of Status



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SECRETARY OF STATE
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Katten

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MICHAEL DOUGHERTY
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February 19, 2009

VIA FEDERAL EXPRESS

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

**Re: Mapfre Reinsurance Corporation
Name Change to Mapfre Insurance Company
Our File No.: 023764-74509**

Gentlemen/Ladies:

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

Two recently certified copies of the Certificate of Amendment of the Articles of Redomestication and Restated Certificate of Incorporation of MIC ("Certificate of Amendment") showing the name change from the New Jersey Department of Banking and Insurance;

MIC's Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida ("Application"); and

Our firm's check 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 MIC's new Authorization to Transact Business together with a certified copy of the Certificate of Amendment and a Certificate of Status as soon as possible so that we may file these with the Florida Office of Insurance Regulation.

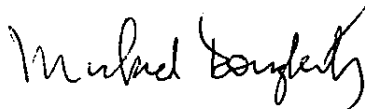
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Katten Muchin Rosenman LLP

Florida Department of State
Amendment Section
Division of Corporations
February 19, 2009
Page 2

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 black ink, appearing to read "Michael Dougherty". The signature is written in a cursive, flowing style.

Michael Dougherty

Encls.
CMD:id

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TOLSON
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
WASHINGTON, D.C. 20535

2. New Jersey 3. 11/03/1989
(Incorporated under laws of) (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? 5/23/07

5. Mapfre Insurance 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.

(New duration)

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

(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.

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

John J. Lynch
(Typed or printed name of person signing)

Senior Vice President, Treasurer
and Chief Financial Officer
(Title of person signing)

State of New Jersey



DEPARTMENT OF BANKING AND INSURANCE

I, **Steven M. Goldman**, Commissioner of Banking and Insurance of the
State of New Jersey do hereby certify that the annexed is a true copy of the

*****CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF REDOMESTICATION
AND
RESTATED CERTIFICATE OF INCORPORATION
OF
MAPFRE REINSURANCE CORPORATION
dated MAY 22, 2007*****

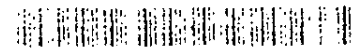
as taken from and compared with the original Certificate **FILED JUNE 6, 2007**
now remaining on file in this Department.

In Testimony Whereof, I have hereunto set my hand

and affixed my official Seal, at Trenton

this Tenth day of February 2009


Commissioner of Banking and Insurance



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1. The name of the corporation is Mapfre Reinsurance Corporation (the "Corporation").

2. The Certificate of Incorporation is hereby amended to: (i) change the Corporation's name to Mapfre Insurance Company; (ii) increase the par value of the Corporation's common capital stock from \$277,142.86 per share to \$1,700,000 per share effective May 23, 2007; and, (iii) to decrease the number of shares of the Corporation's stock from 16 to 3 effective May 25, 2007. These amendments shall be self-executing, and shall be effected by deleting Article First and Article Fifth of the Certificate of Incorporation in their entireties and replacing them with the following as of the respective effective dates of the amendments:

Effective May 23, 2007, Article First of the Certificate of Incorporation shall be deleted in its entirety and replaced with the following:

FIRST: The name of the corporation shall be Mapfre Insurance Company (the "Corporation.").

Record and Return to:

Michael Dougherty, Esq.
Katten Muchin Rosenman LLP
575 Madison Avenue
New York, New York 10022-2585

Effective May 23, 2007, Article Fifth of the Certificate of Incorporation shall be deleted in its entirety and replaced with the following:

FIFTH: The amount of capital stock of the Corporation shall be \$27,200,000 (Twenty Seven Million Two Hundred Thousand Dollars) divided into 16 (Sixteen) shares of common capital stock having a par value of \$1,700,000 (One Million Seven Hundred Thousand Dollars) per share. This Article Fifth shall become null and void effective May 25, 2007, and shall be replaced by a new Article Fifth as specified herein.

Effective May 25, 2007, Article Fifth of the Certificate of Incorporation shall be deleted in its entirety and replaced with the following:

FIFTH: The amount of capital stock of the Corporation shall be \$5,100,000 (Five Million One Hundred Thousand Dollars) divided into 3 (Three) shares of common capital stock having a par value of \$1,700,000 (One Million Seven Hundred Thousand Dollars) per share.

3. The Board of Directors declared the foregoing amendments to the Certificate of Incorporation to be advisable and adopted a resolution by unanimous consent at its March 7, 2007 meeting to amend the Certificate of Incorporation as provided for above.

4. The foregoing amendments to the Certificate of Incorporation were authorized via unanimous written consent, dated March 7, 2007, of the sole stockholder of the Corporation entitled to vote on such matters.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to its Certificate of Incorporation to be executed on its behalf by its duly authorized officers on this day of May 10, 2007.

MAPFRE REINSURANCE CORPORATION

By: _____

Javier Fernandez-Cid
President and Chief Executive Officer

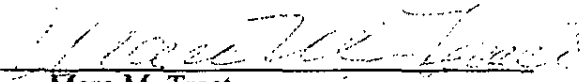
By: _____

Marc M. Tract
Secretary

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to its Certificate of Incorporation to be executed on its behalf by its duly authorized officers on this day of May 10, 2007.

MAPFRE REINSURANCE CORPORATION

By: _____
Javier Fernandez-Cid
President and Chief Executive Officer

By:  _____
Marc M. Tract
Secretary

STATE OF NEW JERSEY)
)..ss
COUNTY OF MORRIS)

Marc M. Tract, Secretary

C. Michael Dougherty
Notary Public
State of New Jersey

CERTIFICATION OF ATTORNEY GENERAL

I hereby certify that the annexed Certificate of Amendment of the Articles of Redomestication and Restated Certificate of Incorporation of Mapfre Reinsurance Corporation dated May 10, 2007, has been submitted to and examined by me as provided in N.J.S.A. 17:26-1 and that I find the Certificate of Amendment to be substantially in accordance with the provisions of that statute and not inconsistent with the Constitution and laws of this State.

STUART RABNER
ATTORNEY GENERAL OF NEW JERSEY

By: Vicki A. Mangiaracina
Vicki A. Mangiaracina
Deputy Attorney General

Dated: May 22, 2007

