

P26819

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

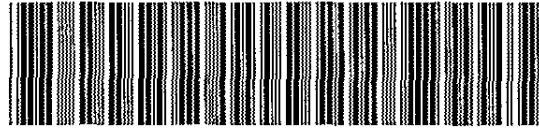
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300013980793

03/19/03--01033--018 \*\*55.50

03 MAR 13 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

3/20/03  
Amended  
98

**KMZ Rosenman**  
KATTEN MUCHIN ZAVIS ROSENMAN

575 Madison Avenue  
New York, NY 10022-2585  
212.940.8800 office 212.940.8776 fax

March 12, 2003

**VIA FEDERAL EXPRESS**

Florida Department of State  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

DIRECT DIAL  
212.940.8758

E-mail Address  
[michael.dougherty@kmzr.com](mailto:michael.dougherty@kmzr.com)  
Direct Fax Number  
212.940.6776

**Re: Mapfre Reinsurance Corporation  
Redomestication from California to New Jersey  
NAIC Company No. 23876; FEIN No. 36-3347420  
Our File No.: 023764-74509**

Gentlemen/Ladies:

This firm is counsel to Mapfre Reinsurance Corporation ("Mapfre"), a California domiciled stock property-casualty insurer which has redomesticated to New Jersey and which is an accredited reinsurer (not an admitted insurer) in the State of Florida. To evidence Mapfre's redomestication, enclosed are:

1. Two recently certified copies of the Articles of Redomestication and Restated Certificate Incorporation of Mapfre Reinsurance Corporation ("Restated Articles") from the New Jersey Department of Banking & Insurance;
2. Mapfre's Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida ("Application"); and
3. Our firm's Check No. 408042 in the amount of \$55.50 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.


Page 2  
Florida Department of State  
Amendment Section  
March 12, 2003

**KMZ Rosenman**  
KATTEN MUCHIN ZAVIS ROSENMAN

Please mark your records accordingly and forward to my attention Mapfre's new Authorization to Transact Business together with a certified copy of the Restated Articles and a Certificate of Status as soon as possible so that we may file these with the Florida Department of Insurance.

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 /ks".

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)**

\_\_\_\_\_  
(Document number of corporation (if known))

1. Mapfre Reinsurance Corporation  
(Name of corporation as it appears on the records of the Department of State)
2. California 3. November 3, 1989  
(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? \_\_\_\_\_

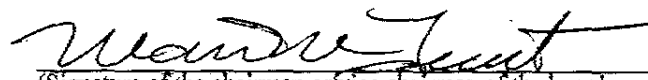
5. \_\_\_\_\_  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

\_\_\_\_\_  
(New duration)

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

New Jersey  
(New jurisdiction)

  
(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)

Marc M. Tract  
(Typed or printed name)

March 12, 2003  
(Date)

Secretary  
(Title)

FILED  
03 MAR 13 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**State of New Jersey**  
DEPARTMENT OF BANKING AND INSURANCE  
OFFICE OF SOLVENCY REGULATION  
PO Box 325  
TRENTON, NJ 08625-0325

JAMES E. MCGREEVEY  
*Governor*

Tel (609) 292-5350  
Fax (609) 292-6765

HOLLY C. BAKKE  
*Commissioner*

I, Holly C. Bakke, 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  
Mapfre Reinsurance Corporation  
Dated November 21, 2001 \*\*\***

as taken from and compared with the original **Articles**

Filed **April 12, 2002** now remaining on file in this Department.

**In Testimony Whereof**, I have hereunto set my

Hand and affixed my Official Seal, at Trenton

This Sixth day of March 2003

A handwritten signature in cursive script that reads "Holly C. Bakke".

Commissioner of Banking and Insurance



ARTICLES OF REDOMESTICATION

RECEIVED

AND

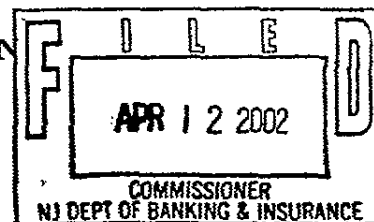
2002 APR 12 A 8:53

RESTATED CERTIFICATE OF INCORPORATION

OF

JOAN BRAMHALL  
MORRIS CO. CLERK

MAPFRE REINSURANCE CORPORATION



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 Mapfre Reinsurance Corporation, a corporation of the State of California, 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 Mapfre Reinsurance Corporation approved by the California Department of Insurance and filed with the California Secretary of State on February 21, 1985, as amended through June 8, 2000, are hereby amended in their entirety, and the following restated Certificate of Incorporation of Mapfre Reinsurance Corporation is hereby substituted in lieu thereof to supersede said amended Articles of Incorporation:

FIRST: The name of the corporation shall be Mapfre Reinsurance Corporation (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 California, and originally incorporated in that State on February 21, 1985.

SECOND: The principal office of the Corporation in the State of New Jersey, which shall be its registered office, is 100 Campus Drive, Florham Park, New

**CERTIFICATE OF INCORPORATION**

Record and Return to: Michael Dougherty, Esq.  
Katten Muchin Zavis Rosenman  
575 Madison Avenue  
New York, New York 10022-2585

Pick  
25

Jersey, 07932-1006, and the registered agent upon whom process may be served shall be John J. Lynch.

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 in 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.

i. Against loss from bad debts, commonly known as credit insurance.

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.

l. 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.

"Health insurance" as defined in N.J.S.A. 17B:17-4 as a contract or agreement whereby an insurer is obligated to pay or allow a benefit of pecuniary value with respect to the bodily injury, disablement, sickness, death by accident or accidental means of a human being, or because of any expense relating thereto, or because of any expense incurred in prevention of sickness, and includes every risk pertaining to any of the enumerated risks. Health insurance does not include workmen's compensation coverages.

FOURTH: The Corporation shall be a stock company.

FIFTH: The amount of capital stock of the Corporation shall be \$4,200,000.00 (Four Million Two Hundred Thousand Dollars) divided into 420 (Four Hundred Twenty) shares of common stock having a par value of \$10,000.00 (Ten Thousand Dollars) per share. All capital stock authorized heretofore by the Corporation as a corporation of the State of California 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 (1) 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 California, namely February 21, 1985, 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. 54:1 8A- 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>
Andrés Jiménez	Chairman of the Board of Directors	C/Toledo, 168 Madrid, Spain
Dewey P. Clark	Director	126 Loantaka Way, Madison, New Jersey 07940
Javier Fernández-Cid	Director, President and Chief Executive Officer	78 Ketch Road, Morristown, New Jersey 07960

James J. Folger	Director	203 N. Missouri Street, New Franklin, Missouri 65274
Graham Shearn	Director	Woodside Wellington Hill Wellington, Somerset UK
Marc M. Tract	Director and Secretary	177 Wheatley Road, Brookville, New York 11545
Jeremy R. Wallis	Director	5 Runyon Drive Basking Ridge, New Jersey 07920
Carlos Sanzo	Senior Vice President and Chief Underwriting Officer	2 Lauri Drive Florham Park, New Jersey 07932
John J. Lynch	Vice President, Treasurer and Chief Financial Officer	403 Green Mountain Rd., Mahwah, New Jersey 07430

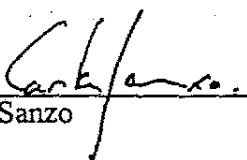
SIXTEENTH: The names and addresses of the incorporators are as follows:

Andrés Jiménez	C/Toledo, 168, Madrid, Spain
Dewey P. Clark	126 Loantaka Way Madison, New Jersey 07940
Javier Fernández-Cid	78 Ketch Road Morristown, New Jersey 07960
James J. Folger	203 N. Missouri Street New Franklin, Missouri 65274
John J. Lynch	403 Green Mountain Road Mahwah, New Jersey 07430
Carlos Sanzo	2 Lauri Drive Florham Park, New Jersey 07932
Graham Shearn	Woodside, Wellington Hill, Wellington, Somerset UK
Marc M. Tract	177 Wheatley Road Brookville, New York 11545
Michael I. Verde	1374 Pelhamdale Avenue Pelham Manor, New York 10803
Jeremy R. Wallis	5 Runyon Drive Basking Ridge, New Jersey 07920

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands on this

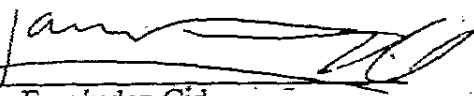
21st day of November, 2001.

  
\_\_\_\_\_  
Andrés Jiménez


  
\_\_\_\_\_  
Carlos Sanzo


\_\_\_\_\_  
Dewey P. Clark

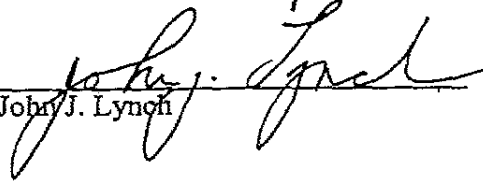
  
\_\_\_\_\_  
Graham Shearn

  
\_\_\_\_\_  
Javier Fernández-Cid

  
\_\_\_\_\_  
Marc M. Tract

  
\_\_\_\_\_  
James J. Folger

  
\_\_\_\_\_  
Michael I. Verde

  
\_\_\_\_\_  
John J. Lynch

  
\_\_\_\_\_  
Jeremy R. Wallis

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands on this

21st day of November, 2001.

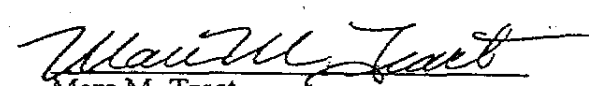
  
\_\_\_\_\_  
Andrés Jiménez

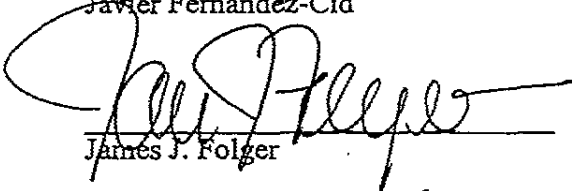
  
\_\_\_\_\_  
Carlos Sanzo

  
\_\_\_\_\_  
Dewey P. Clark

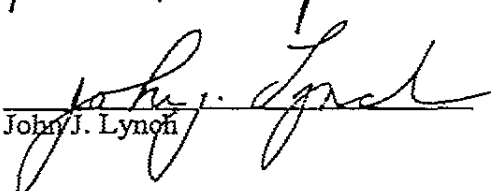
  
\_\_\_\_\_  
Graham Shearn

  
\_\_\_\_\_  
Javier Fernández-Cid

  
\_\_\_\_\_  
Marc M. Tract

  
\_\_\_\_\_  
James J. Folger

\_\_\_\_\_  
Michael I. Verde

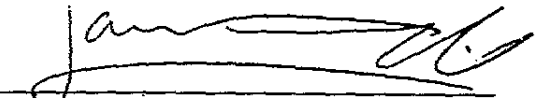
  
\_\_\_\_\_  
John J. Lynch

  
\_\_\_\_\_  
Jeremy R. Wallis

CERTIFICATE

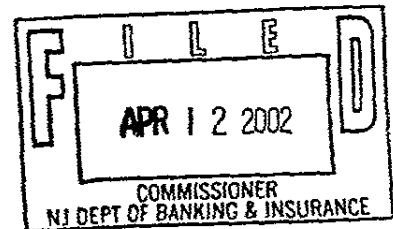
Javier Fernández-Cid, President and Chief Executive Officer, and Marc M. Tract, Secretary, hereby certify that the foregoing Articles of Redomestication and Restated Certificate of Incorporation of Mapfre Reinsurance Corporation (the "Corporation") have been duly adopted by consent of the sole stockholder 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 21<sup>st</sup> day of November, 2001.

  
Javier Fernández-Cid, President and  
Chief Executive Officer

Corporate Seal

  
Marc M. Tract, Secretary



Book 91 Page 345


ACKNOWLEDGEMENT

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

BE IT REMEMBERED that on this 21<sup>st</sup> day of November, 2001, before me, the subscriber, a Notary Public, personally appeared Marc M. Tract, who being by me duly sworn upon his oath, does depose and make proof to my satisfaction that he is the Secretary of Mapfre Reinsurance Corporation, that Javier Fernández-Cid is the President and Chief Executive Officer of said Corporation; that the executions as well as the making of the within Articles of Redomestication and Restated Certificate of Incorporation of Mapfre Reinsurance Corporation have been duly authorized by a proper Resolution of the Board of Directors of said Corporation 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 and Chief Executive Officer, as and for the voluntary act and deed of said Corporation, in the presence of deponent, who thereupon subscribed his name hereto as witness, and who subscribed his name below.

  
Marc M. Tract, Secretary


Sworn to and subscribed before me  
this 21 day of November, 2001.

  
Notary Public  
MARY J. MCGEE  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Sept. 21, 2005

ACKNOWLEDGEMENT

STATE OF NEW JERSEY )  
COUNTY OF MORRIS ) ss

BE IT REMEMBERED that on this 21<sup>st</sup> day of November, 2001, before me, the subscriber, a Notary Public, personally appeared Andrés Jiménez, Dewey P. Clark, Javier Fernández-Cid, James J. Folger, John J. Lynch, Carlos Sanzo, Graham Shearn, Marc M. Tract, Michael I. Verde, Jeremy R. Wallis 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 Mapfre Reinsurance Corporation; 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.

  
MARY M. MCGEE  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Sept. 21, 2005

I hereby certify that the annexed Articles of Redomestication and Restated Certificate of Incorporation of Mapfre Reinsurance Corporation (dated November 21, 2001) has been submitted to and examined by me as provided in N.J.S.A. 17:17-5, 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.

DAVID SAMSON  
ATTORNEY GENERAL OF NEW JERSEY

By: \_\_\_\_\_

  
Nathan J. Buurma  
Deputy Attorney General

Dated: March 25, 2002

