

P29354

(Requestor's Name)

(Address)

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PICK-UP WAIT MAIL

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(Document Number)

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300078186333

08/02/06--01052--007 **52.50

FILED
06 AUG -2 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Guaranty National Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: P29354

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Judy S. Spitzer
(Name of Contact Person)

Royal & SunAlliance
(Firm/Company)

9300 ARROWPOINT BOULEVARD, MS1313
(Address)

Charlotte, NC 28273
(City/State and Zip Code)

For further information concerning this matter, please call:

Judy Spitzer at (704) 522-2841
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee & Certificate of Status

\$43.75 Filing Fee & Certified Copy
(Additional copy is enclosed)

\$52.50 Filing Fee, Certificate of Status & Certified Copy
(Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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)

P29354

(Document number of corporation (if known))

FILED
06 AUG -2 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Guaranty National Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. Connecticut

(Incorporated under laws of)

3. 5/16/90 (Reinstated 10/25/01)

(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. N/A

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

N/A

(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.

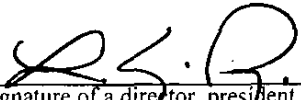
N/A

(New duration)

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

Delaware effective 5/25/2006

(New jurisdiction)


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

Linda Y. Pettigrew

(Typed or printed name of person signing)

Corporate Secretary

(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A CONNECTICUT CORPORATION UNDER THE NAME OF "GUARANTY NATIONAL INSURANCE COMPANY" TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MAY, A.D. 2006, AT 11:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4168128 8100V

060507746



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4789978

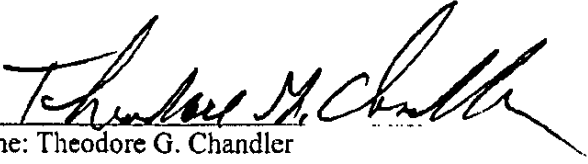
DATE: 06-01-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:30 AM 05/25/2006
FILED 11:30 AM 05/25/2006
SRV 060507746 - 4168128 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW

1. The jurisdiction where the Non-Delaware Corporation first formed is Colorado.
2. The jurisdiction immediately prior to filing this Certificate is Connecticut.
3. The date the Non-Delaware Corporation first formed is March 20, 1973.
4. The name of the Non-Delaware Corporation immediately prior to filing this certificate is Guaranty National Insurance Company.
5. The name of the Corporation as set forth in the Certificate of Incorporation is **Guaranty National Insurance Company.**

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation has executed this Certificate on the 24th day of May, A.D. 2006.

By: 
Name: Theodore G. Chandler
Title: Incorporator

Delaware

PAGE 2

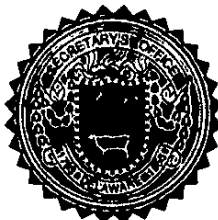
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "GUARANTY NATIONAL INSURANCE COMPANY" FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MAY, A.D. 2006, AT 11:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4168128 8100V

060507746



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4789978

DATE: 06-01-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:30 AM 05/25/2006
FILED 11:30 AM 05/25/2006
SRV 060507746 - 4168128 FILE

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION

OF

GUARANTY NATIONAL INSURANCE COMPANY
A STOCK CORPORATION

FIRST

The name of this corporation is Guaranty National Insurance Company.

SECOND

Its registered office in the State of Delaware is to be located at Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle with zip code 19808.

THIRD

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH

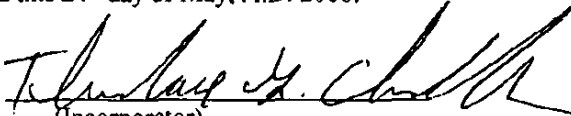
The amount of the total stock that this corporation is authorized to issue is 2,000,000 shares with a par value of \$1.50 per share.

FIFTH

The name and mailing address of the incorporator are as follows:

Theodore G. Chandler
9300 Arrowpoint Boulevard, PO Box 1000
Charlotte, NC 28201-1000

I, **The Undersigned**, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 24th day of May, A.D. 2006.

By: 
(Incorporator)

Name: Theodore G. Chandler